

NOTICE OF MEETING 2018



THERE'S MORE TO COME AT **Metlifecare** 

NOTICE OF MEETING

The Annual Meeting of Shareholders of Metlifecare Limited (the Company) will be held at South Level 4 Lounge (West), Eden Park, 42 Reimers Avenue, Kingsland, Auckland, New Zealand on Thursday 18 October 2018, commencing at 2.30pm (New Zealand time).

AGENDA:

A. Presentations

Chair's Report, Chief Executive Officer's Report and Shareholder Questions

To hear reports from the Chair and the Chief Executive Officer and to present an opportunity for shareholders to ask questions about the Company.

B. Resolutions

Shareholders will be asked to consider, and if appropriate, pass the following resolutions:

1. TO RE-ELECT RETIRING DIRECTOR, CHRIS AIKEN

Chris Aiken retires from office at the Annual Meeting and, being eligible, offers himself for re-election.

2. TO RE-ELECT RETIRING DIRECTOR, DR NOELINE WHITEHEAD

Dr Noeline Whitehead retires from office at the Annual Meeting and, being eligible, offers herself for re-election.

3. TO AUTHORISE THE DIRECTORS TO FIX THE FEES AND EXPENSES OF THE AUDITOR OF THE COMPANY

Explanatory Notes

Explanatory Notes on resolutions 1 to 3 accompany this Notice of Meeting.

Attendance

All shareholders whose names are registered in the share register at 9.00am on 18 October 2018 are entitled to attend and vote at the Annual Meeting. Alternatively, shareholders may choose to vote online or to appoint a proxy or representative (in the case of a corporate shareholder) to attend and vote on their behalf. Shareholders attending the Annual Meeting should bring the combined attendance card, proxy form and voting paper with them for the purpose of registration and voting.

Ordinary Resolution

Each resolution set out above is to be considered as a separate ordinary resolution. To be passed, each resolution requires a simple majority of votes of holders of ordinary shares of the Company, entitled to vote and voting.

Voting by Proxy

A proxy form is enclosed. This contains instructions on the appointment of proxies and online voting. If you are not planning to attend the Annual Meeting, please appoint your proxy online or by completing and lodging the enclosed proxy form. If you wish to appoint a proxy, this must be lodged (in the manner and following the instructions specified on the form), not less than 48 hours before the meeting (before 2.30pm on Tuesday 16 October 2018).

If you wish to vote by appointing a proxy to vote on your behalf, you may direct your proxy to vote for or against a resolution, to abstain from voting, or to exercise their discretion as to how to vote. A proxy need not be a shareholder of the Company. The appointment of a proxy or representative does not preclude a shareholder from attending and voting at the Annual Meeting. The Chair of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him (or her) for that purpose. If, in appointing a proxy, you inadvertently do not name someone to be your proxy (either online or on the enclosed proxy form), or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy and will vote in accordance with your express direction.

The Board of the Company has authorised Computershare Investor Services Limited to receive and count the votes cast online.

Yours faithfully



Andrew Peskett

Company Secretary
4 September 2018

LETTER FROM CHAIR

Dear Shareholder

I invite you to the 2018 Annual Meeting of Metlifecare Limited's shareholders on Thursday 18 October 2018.

Metlifecare's Chief Executive Officer, Glen Sowry, and I will address the meeting and provide a summary of the Company's performance for the year to 30 June 2018. We were pleased to deliver financial results that exceeded the previous financial year. Occupancy in our care homes and villages remains high. Acquiring two attractive sites at Orion Point and Beachlands has strengthened our land bank. A copy of our addresses will be available for viewing on the NZX, ASX and the Company's website on 18 October 2018.

Shareholders will then be invited to ask questions before we move to the resolutions set out in the agenda. Agenda items for this Annual Meeting relate to the re-election of two directors and authorisation for directors to fix the fees and expenses of the Company's auditor.

The two director re-elections are unanimously endorsed by the Board. Short profiles for each director up for re-election are included in the Explanatory Notes which form part of the Notice of Meeting.

Your Board recommends that shareholders vote in favour of all resolutions. Voting will be by way of poll. The results of voting will be posted on the NZX, ASX and the Company's website following the meeting.

We look forward to discussing our results with you and answering any of your questions on 18 October 2018.

Yours sincerely



Kim Ellis
Chair



EXPLANATORY NOTES

Agenda Item 1

Re-election of Chris Aiken

Chris Aiken joined the Board as an independent director in August 2012. In accordance with NZX Main Board Listing Rule 3.3.11, Chris retires by rotation at the Annual Meeting and, being eligible, offers himself for re-election. The Board considers Chris Aiken to be an independent director and unanimously recommends that shareholders vote in favour of his re-election.

Chris is the Chair of the Development Committee and is a member of the Nominations & Corporate Governance Committee.

Chris has over 26 years' experience in the property sector, and is currently Chief Executive Officer of HLC, which is running the development of approximately 50,000 homes under master plan across New Zealand. He is a member of the Auckland Urban Design Panel and is an adviser to Government agencies on large scale property matters. Chris has also had an extensive technology career, and is a former director of Auckland City Council Property Board, and a former Chair of North Harbour Stadium, Telecom Retail Holdings and Origin Quarries Group.

Agenda Item 2

Re-election of Dr Noeline Whitehead

Dr Noeline Whitehead joined the Board as an independent director in June 2013. In accordance with NZX Main Board Listing Rule 3.3.11, Noeline retires by rotation at the Annual Meeting and, being eligible, offers herself for re-election. The Board considers Dr Noeline Whitehead to be an independent director and unanimously recommends that shareholders vote in favour of her re-election.

Noeline is a member of the following Board sub-committees: Resident Experience & Care; Development; and Nominations & Corporate Governance Committees.

Noeline has a doctorate in nursing from the University of Auckland, focussed on quality and the link to staff in residential care. Noeline is an experience senior nurse, researcher, and business leader in this sector. Most recently she was the Director of Nursing at Bethesda Care, retiring in 2017. Prior to this Noeline was a Clinical Nurse Director at Counties Manukau DHB and on the teaching staff at the University of Auckland. Noeline is committed to ongoing involvement in infection control, benchmarking, advice to the Ministry of Health and teaching/consulting.

Agenda Item 3

Remuneration of Auditor

Section 207T of the Companies Act 1993 provides that a company's auditor is automatically re-appointed unless there is a resolution or other reason for the auditor not to be re-appointed. The Company wishes PricewaterhouseCoopers to continue as the Company's auditor and PricewaterhouseCoopers has indicated its willingness to do so.

Section 207S of the Companies Act 1993 provides that the fees and expenses of the Company's auditor are to be fixed in such a manner as the Company determines at the Annual Meeting. The Board proposes that, consistent with commercial practice, the auditor's fees should be fixed by the directors. Authority for the directors to fix the fees and expenses of the auditor is by way of a resolution at the Annual Meeting of shareholders of the Company.

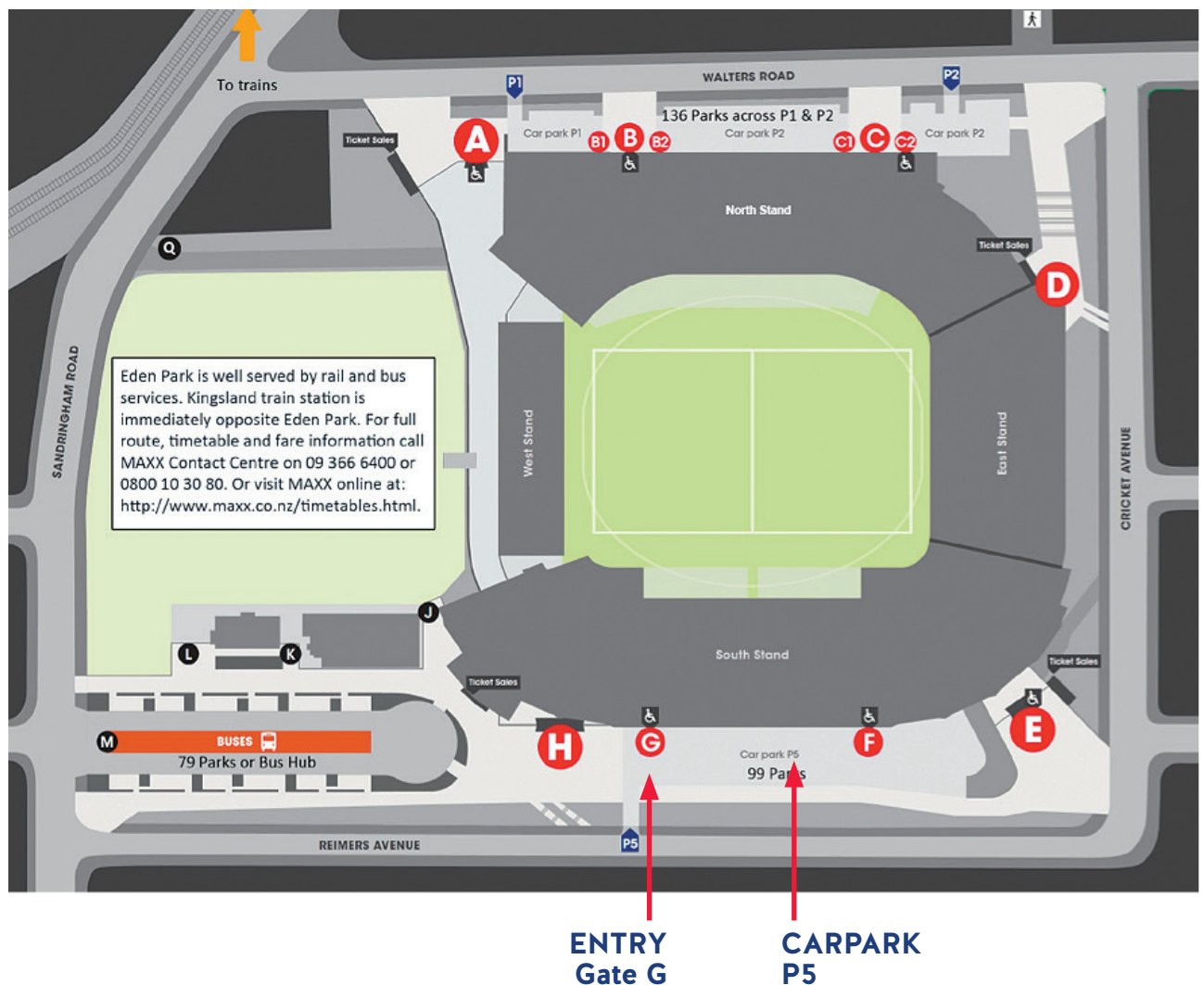
Venue Directions

Venue

South Level 4 (West) Lounge at Eden Park, 42 Reimers Avenue, Kingsland, Auckland

Directions

- 1 Free Parking is available in P5 off Reimers Avenue (map below)
- 2 Security will assist with directing you to the nearest available car parking spaces
- 3 Enter Eden Park via Gate G
- 4 Take the lift to Level 4
- 5 Enter the South Level 4 Lounge.



Metlifecare 

metlifecare.co.nz