

Disclosure of movement of 1% or more in substantial holding
or change in nature of relevant interest, or both

Sections 277 and 278, Financial Markets Conduct Act 2013

Note: This form must be completed in accordance with the instructions at the end of the form.

To NZX Limited

and

To Oceania Healthcare Limited

Relevant event being disclosed: Movement of 1% or more in substantial holding

Date of relevant event: 7 September 2018

Date this disclosure made: 7 September 2018

Date last disclosure made: 5 September 2018

Substantial product holder(s) giving disclosure

Full name(s):

Oceania Healthcare Holdings Limited ("**OHHL**")

Macquarie Group Limited, Macquarie Specialised Asset Management Limited (as responsible entity of Macquarie Global Infrastructure Fund II (A) and Macquarie Global Infrastructure Fund III (A)), Macquarie Specialised Asset Management 2 Limited (as responsible entity of Macquarie Global Infrastructure Fund II (B) and Macquarie Global Infrastructure Fund III (B)) and Lombard Odier Infrastructure Fund GP Limited as general partner of the Lombard Odier Macquarie Infrastructure Fund L.P. (together, "**Responsible Entities**")

Summary of substantial holding

Class of quoted voting products: Ordinary shares in Oceania Healthcare Limited (NZX Code: OCA) ("**Oceania**")

Summary for OHHL, Macquarie Group Limited and the Responsible Entities

For **this** disclosure,—

- (a) total number held in class: 254,175,418
- (b) total in class: 610,254,535
- (c) total percentage held in class: 41.651%

For **last** disclosure,—

- (a) total number held in class: 349,175,418
- (b) total in class: 610,254,535

- (c) total percentage held in class: 57.218%

Details of transactions and events giving rise to relevant event

Details of the transactions or other events requiring disclosure: On 4 September 2018, OHHL entered into a block trade agreement with Deutsche Craigs Limited and Craigs Investment Partners Limited, First NZ Capital Group Limited and Macquarie Securities (NZ) Limited, under which OHHL appointed Deutsche Craigs Limited and Craigs Investment Partners Limited, First NZ Capital Group Limited and Macquarie Securities (NZ) Limited to manage and underwrite the sale of 95,000,000 ordinary shares in Oceania held by OHHL. The sale was effected on 5 September 2018 at a sale price of NZ\$1.10 per share. Settlement of that sale occurred on 7 September 2018.

Details after relevant event

Details for Oceania Healthcare Holdings Limited

Nature of relevant interest(s): Registered and beneficial ownership of financial products

For that relevant interest,—

- (a) number held in class: 254,175,418
- (b) percentage held in class: 41.651%
- (c) current registered holder(s): Oceania Healthcare Holdings Limited
- (d) registered holder(s) once transfers are registered: various

Details for Macquarie Group Limited and the Responsible Entities

Nature of relevant interest(s): Macquarie Group Limited and the Responsible Entities direct the directors of OHHL to act in relation to OHHL's shareholding in Oceania and therefore have a relevant interest in the financial products in Oceania held by OHHL under section 237(a) of the Financial Markets Conduct Act 2013.

For that relevant interest,—

- (a) number held in class: 254,175,418
- (b) percentage held in class: 41.651%
- (c) current registered holder(s): Oceania Healthcare Holdings Limited
- (d) registered holder(s) once transfers are registered: various

Additional information

Address(es) of substantial product holder(s):

Oceania Healthcare Holdings Limited: Russell McVeagh, Vero Centre, Level 30, 48 Shortland Street, Auckland, New Zealand

Macquarie Group Limited and the Responsible Entities: Level 7, 50 Martin Place, Sydney NSW 2000

Nature of connections between substantial product holders: The Responsible Entities operate within the Macquarie Infrastructure and Real Assets division of Macquarie Group Limited. OHHL is majority owned indirectly by institutional funds that are managed by the Responsible Entities. As a result of the management role performed by the Responsible Entities for the three institutional funds, Macquarie Group Limited and the Responsible Entities are collectively in a position to direct the directors of OHHL to act in relation to certain matters and therefore have a relevant interest in the shares in Oceania held by OHHL under section 237(a) of the Financial Markets Conduct Act 2013.

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: Deutsche Craigs Limited and Craigs Investment Partners Limited, First NZ Capital Group Limited, Macquarie Securities (NZ) Limited.

Certification

We, Hugh FitzSimons and Patrick McCawe, certify that, to the best of our knowledge and belief, the information contained in this disclosure is correct and that we are duly authorised to make this disclosure by all persons for whom it is made.