



## Ongoing Disclosure Notice

### Disclosure of Directors and Senior Managers Relevant Interests

Sections 297(2) and 298(2), Financial Markets Conduct Act 2013

To NZX Limited; and ASX	
Name of listed issuer:	Oceania Healthcare Limited
Date this disclosure made:	3 April 2020
Date of last disclosure:	31 March 2020

#### Director or senior manager giving disclosure

Full name(s):	Matthew Ward
Name of listed issuer:	Oceania Healthcare Limited
Name of related body corporate (if applicable):	N/A
Position held in listed issuer:	Former Chief Financial Officer

#### Summary of acquisition or disposal of relevant interest (excluding derivatives)

Class of affected quoted financial products:	Ordinary shares
Nature of the affected relevant interest(s):	Beneficial owner of shares pursuant to a long term incentive plan, under which shares are held by OCA Employees Trustee Limited

#### For that relevant interest -

Number held in class before acquisition or disposal:	569,621
Number held in class after acquisition or disposal:	0
Current registered holder(s):	OCA Employees Trustee Limited
Registered holder(s) once transfers are registered:	

#### Summary of acquisition or disposal of specified derivatives relevant interest (if applicable)

Type of affected derivative:	N/A
Class of underlying financial products:	N/A

#### Details of affected derivative -

The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):	N/A
A statement as to whether the derivative is cash settled or physically settled:	N/A
Maturity date of the derivative (if any):	N/A
Expiry date of the derivative (if any):	N/A

The price specified in the terms of the derivative (if any):	N/A
Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:	N/A
<i>For that derivative: -</i>	
Parties to the derivative:	N/A
If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:	N/A

#### Details of transactions giving rise to acquisition or disposal

Total number of transactions to which notice relates:	1
<b>Details of transactions requiring disclosure -</b>	
Date of transaction:	31 March 2020
Nature of transaction:	Transfer of the beneficial ownership of the shares to OCA Employees Trustee Limited (Trustee) pursuant to the exercise of a call option by the Trustee under the terms of the Company's Executive Long Term Incentive Plan.
Name of any other party or parties to the transaction (if known):	
The consideration, expressed in New Zealand dollars, paid or received for the acquisition or disposal. If the consideration was not in cash and cannot be readily converted into a cash value, describe the consideration:	Transfer of the obligations and liabilities under the terms of a loan that was granted by the Company to the Senior Manager with the Senior Manager using the loan to acquire an interest in the shares.
Number of financial products to which the transaction related:	569,621

*If the issuer has a financial products trading policy that prohibits directors or senior managers from trading during any period without written clearance (a closed period) include the following details -*

Whether relevant interests were acquired or disposed of during a closed period:	No
Whether prior written clearance was provided to allow the acquisition or disposal to proceed during the closed period:	N/A
Date of the prior written clearance (if any):	N/A

#### Summary of other relevant interests after acquisition or disposal:

Class of quoted financial products:	Ordinary shares
Nature of relevant interest:	(1) Beneficial interest in shares issued under the terms of the Oceania Healthcare Employee

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Share Scheme, under which shares are held by OCA Employees Trustee Limited  
(2) Beneficial interest in shares held by ASB Nominees Limited for the purposes of a personal custodial arrangement

*For that relevant interest -*

Number held in class:
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(1) 780  
(2) 200,000

Current registered holder(s):
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(1) OCA Employees Trustee Limited  
(2) ASB Nominees Limited

*For a derivative relevant interest -*

Type of derivative:
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N/A

**Details of derivative -**

The notional value of the derivative (if any) or the notional amount of underlying financial products (if any):
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N/A

A statement as to whether the derivative is cash settled or physically settled:
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N/A

Maturity date of the derivative (if any):
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N/A

Expiry date of the derivative (if any):
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N/A

The price's specified terms (if any):
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N/A

Any other details needed to understand how the amount of the consideration payable under the derivative or the value of the derivative is affected by the value of the underlying financial products:
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N/A

*For that derivative relevant interest:*

Parties to the derivative:
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N/A

If the director or senior manager is not a party to the derivative, the nature of the relevant interest in the derivative:
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N/A

**Certification**

I certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.
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Signature of director or officer:
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Date of signature:
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or

Signature of person authorised to sign on behalf of director or officer:
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Date of signature:
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3 April 2020

Name and title of authorised person:

Anna Thorburn  
General Counsel & Company  
Secretary