

MEDIA RELEASE
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METLIFECARE TAKES COURT ACTION TO ENFORCE SIA

Metlifecare Limited (NZX: MET, ASX: MEQ) confirms it has filed a Statement of Claim in the High Court of New Zealand seeking orders that Asia Pacific Village Group Limited (**APVG**) fulfil its contractual obligations under the Scheme Implementation Agreement (**SIA**) entered on 29 December 2019. APVG is an entity owned by EQT Infrastructure IV fund and managed by EQT Fund Management S.à.r.l..

As signalled in its market update on 7 May 2020, Metlifecare filed the Statement of Claim on Friday 15 May 2020, challenging the validity of APVG's notice to terminate the SIA, received on 28 April 2020. Metlifecare has also sought orders against the EQT Infrastructure Fund IV investors who have agreed to fund the transaction under an Equity Commitment Letter. A copy of the Statement of Claim is attached to this release.

The proceeding reiterates the reasons why Metlifecare considers there is no lawful basis to terminate the SIA, namely that no Material Adverse Change (**MAC**) has occurred and that there have been no prescribed occurrences that would permit APVG to terminate the SIA.

Metlifecare Chairman Kim Ellis said: "In refusing to fulfil their contractual obligations under the Scheme Implementation Agreement, APVG has left us with no choice but to take this legal action to protect the rights of Metlifecare and its shareholders. The Board of Metlifecare remains strongly committed to the successful completion of the Scheme."

The Statement of Claim reiterates that regardless of whether the MAC metrics are triggered, the MAC clause does not apply because this would have been the result of changes in general economic conditions and/or changes in law, which are exclusions under the MAC clause.

Further, the Statement of Claim says APVG has no reasonable basis to conclude that a prescribed occurrence has occurred that would represent a breach of the SIA. Specially, Metlifecare gave APVG reasonable access to information about, kept APVG reasonably informed of, and consulted with APVG in relation to the steps Metlifecare took in response to the Level 4 lockdown restrictions in New Zealand. This extensive communication is detailed in the Statement of Claim.

The matter is expected to initially be heard in the High Court on 28 May 2020, at which time Metlifecare will make a request for an expedited court timetable. The 28 May hearing will also consider Metlifecare's separate proceeding applying for initial orders to call a meeting of its shareholders to vote on the scheme plan contemplated by the SIA. Subject to the approval of the court, Metlifecare anticipates holding the shareholder meeting to consider the scheme plan in late June or early July.

Metlifecare has retained the services of Stephen Hunter QC to assist it, alongside top tier New Zealand law firm Chapman Tripp.

Metlifecare shareholders do not need to take any action at this time.

This announcement is authorised for release to the market by the Board of Metlifecare Limited.

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About Metlifecare

Metlifecare is a leading New Zealand owner and operator of retirement villages, providing rewarding lifestyles and outstanding care to more than 5,600 New Zealanders. Established in 1984, it currently owns and operates a portfolio of 25 villages in areas with strong local economies, supportive demographics and high median house prices, located predominantly in New Zealand's upper North Island.