

NOTICE OF ANNUAL MEETING 2021

26 October 2021

The 2021 Annual Meeting of unitholders of Vital Healthcare Property Trust will be held on a fully virtual basis through the Computershare Meeting Platform <https://meetnow.global/NZ> on Wednesday, 24 November 2021 commencing at 10.00am.

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Letter from the Independent Chair of the Manager

Dear Unitholders,

This notice of meeting convenes the 2021 Annual Meeting of unitholders of the Vital Healthcare Property Trust (**Vital**). The Annual Meeting is being held virtually online through the Computershare Meeting Platform <https://meetnow.global/NZ> on Wednesday, 24 November 2021 commencing at 10.00am.

By accessing the meeting virtually, you will be able to watch the Annual Meeting, vote and ask questions online. Instructions and further details on how to participate virtually in the Annual Meeting are set out in the enclosed Virtual Meeting Guide. If you wish to appoint a proxy to attend online on your behalf, please refer to the instructions set out in the Procedural Notes in this Notice of Meeting.

We look forward to welcoming you to the 2021 Annual Meeting.

ANDREW EVANS'S RE-ELECTION

At this year's meeting, unitholders will be asked to consider approving the re-election of Andrew Evans as an Independent Director pursuant to Vital's Trust Deed.

Biographical details for Andrew Evans are set out in the Explanatory Notes in this Notice of Meeting.

The Board unanimously recommends that unitholders vote IN FAVOUR of the re-election of Andrew Evans as an Independent Director.

We look forward to discussing these matters with you at our upcoming Annual Meeting.

Kind regards



Graham Stuart
Independent Chair
NorthWest Healthcare Properties Management Limited

Formal Notice and Agenda

Notice is hereby given that the 2021 Annual Meeting of the unitholders of Vital Healthcare Property Trust will be held on a fully virtual basis online through the Computershare Meeting Platform <https://meetnow.global/NZ> on Wednesday, 24 November 2021 commencing at 10.00am.

Agenda

INDEPENDENT CHAIR OF THE MANAGER PRESENTATION

ANNUAL FINANCIAL STATEMENTS

The annual financial statements of Vital Healthcare Property Trust for the year ended 30 June 2021 will be tabled at the meeting.

RESOLUTION – RE-ELECTION OF INDEPENDENT DIRECTOR

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

That Andrew Evans be re-elected as an Independent Director of NorthWest Healthcare Properties Management Limited, the manager of the Vital Healthcare Property Trust.

See the Explanatory Notes for the biographical details of Andrew Evans.

GENERAL BUSINESS

To consider any other matter that may be lawfully considered at the meeting.

By order of the Manager



Graham Stuart
Independent Chair
NorthWest Healthcare Properties Management Limited

Dated 26 October 2021

VITAL HEALTHCARE PROPERTY TRUST
NOTICE OF ANNUAL MEETING 2021

Explanatory Notes

ELECTION OF INDEPENDENT DIRECTOR

The Trust Deed provides that unitholders are entitled to appoint two Independent Directors to the Board of NorthWest Healthcare Properties Management Limited (the **Manager**), the manager of Vital Healthcare Property Trust (**Vital**).

Andrew Evans was previously elected to the Board as an Independent Director by unitholders in 2019. Mr Evans is retiring by rotation and is standing for re-election as an Independent Director at this year's Annual Meeting.

The biographical details of Mr Evans are set out below.

The appointment of Mr Evans requires approval by way of an ordinary resolution, which means a resolution passed by a simple majority of the votes of those unitholders entitled to vote and voting on the resolution. The resolution will be passed if approved by ordinary resolution at the Annual Meeting.

The Board unanimously recommends the re-election of Andrew Evans as an Independent Director.

If the Chair of the Annual Meeting, or any other director, is appointed to act as proxy and is not directed on how to vote, they will cast the proxy votes in favour of the appointment of Andrew Evans.

BIOGRAPHICAL NOTES – ANDREW EVANS

Andrew Evans has over 25 years' experience in commercial real estate and asset management, previously holding executive positions in listed and unlisted real estate investment businesses. Andrew is a Chairperson of Accessible Properties NZ Limited and Infinity Investment Group Holdings Limited, is a Director of Holmes Group Limited, Holmes GP Fire Limited and Trust Investments Management Limited, and is a former director of Argosy Property Limited. In addition, Andrew is a past National President of the Property Council of New Zealand, a fellow of the New Zealand Property Institute, and a government appointee to the Land Valuation Tribunal (Waikato No.1). He is a Chartered Fellow of the Institute of Directors of New Zealand and is on the Auckland Branch Committee.

Andrew has a Bachelor of Business Studies and MBA (with distinctions) from Massey University and a Diploma in Finance from Auckland University.

Procedural Notes

ATTENDANCE AND VOTING RIGHTS

1. Every unitholder is entitled to attend the Annual Meeting and vote.
2. Voting will be by way of poll. On a poll, each unitholder has one vote for each Unit.
3. As the Annual Meeting will be a virtual meeting, a unitholder's right to vote may be exercised by:
 - a. attending the meeting virtually and voting online at <https://meetnow.global/NZ>; or
 - b. appointing a proxy to attend the meeting virtually and vote on their behalf.
4. If you are voting in more than one capacity (e.g. also as proxy, attorney or representative for one or more other unitholders), you will need to access the online meeting separately to vote in respect of each capacity in which you vote.

APPROVAL REQUIRED - ORDINARY RESOLUTION

5. The resolution requires approval by way of an ordinary resolution, which means a resolution passed by a simple majority of the votes of those unitholders entitled to vote and voting on the resolution. The resolution will be passed if approved by ordinary resolution at the annual meeting.

NO VOTING RESTRICTIONS

6. No voting restrictions apply to the resolution.

ABSTENTIONS

7. Unitholders that abstain from voting on the resolution will not be counted when determining the unitholders that have voted on that resolution.

CHAIRPERSON

8. The chairperson of the Annual Meeting will be Graham Stuart, the Chair of the Board of the Manager.

VIRTUAL ANNUAL MEETING

9. Unitholders attending and participating in the Annual Meeting virtually via the online platform will be able to vote and ask questions during the Annual Meeting. Instructions and further details on how to participate virtually in the Annual Meeting are set out in the enclosed Virtual Meeting Guide.

APPOINTING A PROXY

10. A unitholder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy to attend the meeting virtually and vote instead of the unitholder. A proxy need not be a unitholder.
11. A unitholder may appoint the Chair of the Annual Meeting, or another person, to act as proxy. If the Chair of the Annual Meeting or an officer of Trustees Executors Limited is appointed to act as proxy and is not directed on how to vote, the proxy will vote in favour of the resolution. If you do not name a person as your proxy or your named proxy does not attend, but you otherwise complete the proxy form in full (including providing a voting direction), the Chair of the meeting will act as your proxy and will vote in accordance with your express direction.
12. A unitholder wishing to appoint a proxy should complete and return the enclosed proxy form in accordance with the instructions set out in paragraphs 13 to 16. Alternatively, a proxy can be appointed online in accordance with the instructions set out at paragraphs 17 and 18.

COMPLETION AND RETURN OF PHYSICAL PROXY FORMS

13. All joint holders should sign the proxy form.
14. A proxy granted by a company must be signed by a duly authorised officer or attorney who is acting under the company's express or implied authority.
15. If the proxy is signed under a power of attorney or other authority, that power of attorney or other authority or a copy of such power of attorney or authority certified by a Notary Public or in such manner as the Manager shall approve (unless previously provided to the Manager) and a completed certificate of non-revocation, must accompany the proxy form.

16. Completed proxy forms must be received by the Registrar, Computershare Investor Services Limited at either Level 2, 159 Hurstmere Road, Takapuna, Auckland or Private Bag 92119, Auckland 1142 or via email at corporateactions@computershare.co.nz or via facsimile +64 9 488 8787, by **no later than 10.00am on Monday, 22 November 2021** (being 48 hours before the annual meeting).

ONLINE PROXY APPOINTMENT

17. A unitholder entitled to attend the Annual Meeting and vote may appoint a proxy online by visiting www.investorvote.co.nz and following the prompts from there. Unitholders completing the online process will need to enter their CSN/ Security holder number and their post code or country of residence (if outside of New Zealand).
18. Online proxy appointment must be completed by **no later than 10.00am on Monday, 22 November 2021** (being 48 hours before the annual meeting).

Directory

Vital Healthcare Property Trust / the Manager

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REGISTRAR

Computershare Investor Services Limited

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Private Bag 92119,
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New Zealand
Phone: +64 9 488 8777
Email: corporateactions@computershare.co.nz

SUPERVISOR

Trustees Executors Limited

Corporate Trustee Services
Level 11, 51 Shortland Street
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Auckland 1140
New Zealand
Phone: 0800 878 783

LEGAL ADVISER

Bell Gully

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48 Shortland Street
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Auckland 1140
New Zealand

Vital HEALTHCARE
PROPERTY TRUST

 Managed by
NORTHWEST HEALTHCARE PROPERTIES