

MEDIA RELEASE
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METLIFECARE SUBSTANTIAL SHAREHOLDERS SUPPORT COURT ACTION TO ENFORCE SIA

Some of the largest shareholders in Metlifecare Limited (NZX: MET, ASX: MEQ), representing one third of the shares on issue, have already confirmed their strong support for the actions taken by the Board to compel Asia Pacific Village Group Limited (**APVG**) to 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..

The Guardians of the New Zealand Superannuation Fund, the Accident Compensation Corporation and overseas-based investors Maso Capital, Omni Partners and Westchester Capital, which together represent economic or beneficial ownership exceeding 33.4 per cent of Metlifecare shares, have endorsed through written confirmations provided to Metlifecare the recent decision by the Board of Metlifecare to file a Statement of Claim in the High Court of New Zealand to challenge the validity of APVG's notice to terminate the SIA.

The shareholders each also confirmed that it was their current intention¹ to vote in favour of the scheme plan if it is put to shareholders.

Metlifecare Chairman Kim Ellis said: "We welcome the support of our major shareholders for court action we should never have been forced to take. Like them, the Board of Metlifecare remains strongly committed to the successful completion of the Scheme and hopes this matter can be resolved quickly and equitably for the benefit of Metlifecare and its shareholders."

Metlifecare filed the Statement of Claim on 15 May 2020. 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 proceeding reiterates the reasons why Metlifecare considers there is no lawful basis to terminate the SIA, namely that no Material Adverse Change has occurred and that there have been no prescribed occurrences that would permit APVG to terminate the SIA. Metlifecare is seeking orders to compel APVG and the EQT Infrastructure IV fund to fulfil their obligations under the SIA and an Equity Commitment Letter.

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 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.

Ends

¹ The shareholders retain the right to change their intentions in the future, or to transfer their shares or other economic interest in Metlifecare shares prior to the vote

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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.