

# NOTICE OF ANNUAL MEETING

## 2022

1 December 2022

The 2022 Annual Meeting of Unit Holders of Vital Healthcare Property Trust will be held in the Tuhono Room, Ground Lobby, HSBC Tower, 188 Quay Street, Auckland CBD on Thursday, 1 December 2022 commencing at 10.00am. Unit Holders may also attend virtually through the Computershare Meeting Platform <https://meetnow.global/nz>.

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# Letter from the Independent Chair of the Manager

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Dear Unit Holders,

This notice of meeting convenes the 2022 Annual Meeting of Unit Holders of the Vital Healthcare Property Trust (Vital). The Annual Meeting is being held in the Tuhono Room, Ground Lobby, HSBC Tower, 188 Quay Street, Auckland CBD on Thursday, 1 December 2022 commencing at 10.00am.

Unit Holders may also attend virtually through the Computershare Meeting Platform <https://meetnow.global/nz>. 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 2022 Annual Meeting.

## ANGELA BULL'S RE-ELECTION

At this year's meeting, Unit Holders will be asked to consider approving the re-election of Angela Bull as an Independent Director pursuant to Vital's Trust Deed.

Biographical details for Angela Bull 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 Angela Bull 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

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Notice is hereby given that the 2022 Annual Meeting of the Unit Holders of Vital Healthcare Property Trust will be held in the Tuhono Room, Ground Lobby, HSBC Tower, 188 Quay Street, Auckland CBD on Thursday, 1 December 2022 commencing at 10.00am.

Unit Holders may attend virtually through the Computershare Meeting Platform  
<https://meetnow.global/nz>.

## Agenda

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### INDEPENDENT CHAIR OF THE MANAGER PRESENTATION

### FUND MANAGER PRESENTATION

### ANNUAL FINANCIAL STATEMENTS

The annual financial statements of Vital Healthcare Property Trust for the year ended 30 June 2022 will be tabled at the meeting.

### RESOLUTION – RE-ELECTION OF INDEPENDENT DIRECTOR

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

*That Angela Bull 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 Angela Bull.

### 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 1 November 2022  
**VITAL HEALTHCARE PROPERTY TRUST**  
**NOTICE OF ANNUAL MEETING 2022**

# Explanatory Notes

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## ELECTION OF INDEPENDENT DIRECTOR

The Trust Deed provides that the Board of NorthWest Healthcare Properties Management Limited (the Manager) the manager of Vital Healthcare Property Trust (Vital) may appoint a person as Independent Director in certain circumstances. Any person so appointed by the Board of the Manager shall hold office only until the next annual meeting, but shall be eligible for re-election at that meeting.

Since the 2021 annual meeting, the Board of the Manager resolved to appoint Angela Bull as an Independent Director to hold office until the next annual meeting in 2022.

Angela Bull is standing for re-election as an Independent Director at this year's Annual Meeting. The biographical details of Ms Bull are set out below.

No nominations for Independent Directors were received by the Manager this year prior to the closing date for nominations and, as a result, no other person is eligible to be elected as an Independent Director at the Annual Meeting.

The appointment of Ms Bull requires approval by way of an ordinary resolution, which means a resolution passed by a simple majority of the votes of those Unit Holders 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 Angela Bull 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 Angela Bull.

## BIOGRAPHICAL NOTES – ANGELA BULL

Angela Bull is the Chief Executive of Tramco Group, a large New Zealand owned property investment company which specialises in large scale land holdings, notably the Viaduct Harbour precinct in Auckland and Wairakei Estate in the Waikato. She holds a Bachelor of Laws and a Bachelor of Arts (Political Science) and practiced property and environmental law prior to her executive career. Previously, Angela held a number of senior positions over a 10-year period with Foodstuffs Auckland and Foodstuffs North Island Ltd, most recently being General Manager Property Development for Foodstuffs North Island.

Angela is an independent director of the Real Estate Institute of New Zealand, realestate.co.nz, Foodstuffs South Island Ltd and Foodstuffs NZ Ltd.

# Procedural Notes

## ATTENDANCE AND VOTING RIGHTS

1. Every Unit Holder is entitled to attend the Annual Meeting and vote.
2. Voting will be by way of poll. On a poll, each Unit Holder has one vote for each Unit.
3. As the Annual Meeting will be a hybrid meeting with physical and online participants, a Unit Holder's right to vote may be exercised by:
  - a. attending and voting in person at the meeting at Tuhono Room, Ground Lobby, HSBC Tower, 188 Quay Street, Auckland CBD on Thursday, 1 December 2022 commencing at 10.00am; or
  - b. attending the meeting virtually and voting online using the Computershare Meeting Platform <https://meetnow.global/nz>; or
  - c. appointing a proxy to attend and vote on their behalf.
4. If you are attending the Annual Meeting and voting in more than one capacity (e.g. also as proxy, attorney or representative for one or more other Unit Holders), you must fill out separate voting papers in respect of each capacity in which you vote.
5. If you are attending the Annual Meeting virtually and voting in more than one capacity (e.g., also as proxy, attorney or representative for one or more other Unit Holders), you will need to access the online meeting separately to vote in respect of each capacity in which you vote.

## APPROVAL REQUIRED - ORDINARY RESOLUTION

6. The resolution requires approval by way of an ordinary resolution, which means a resolution passed by a simple majority of the votes of those Unit Holders 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

7. No voting restrictions apply to the resolution.

## ABSTENTIONS

8. Unit Holders that abstain from voting on the resolution will not be counted when determining the Unit Holders that have voted on that resolution.

## CHAIRPERSON

9. The chairperson of the Annual Meeting will be Graham Stuart,

the Chair of the Board of the Manager.

## VIRTUAL ANNUAL MEETING

10. Unit Holders 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.

## ATTENDING IN PERSON

11. Unit Holders attending the Annual Meeting in person should bring the enclosed proxy form to the Annual Meeting and present the attendance slip at the entrance to the Annual Meeting.

## APPOINTING A PROXY

12. A Unit Holder 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 Unit Holder. A proxy need not be a Unit Holder.
13. A Unit Holder 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.
14. A Unit Holder wishing to appoint a proxy should complete and return the enclosed proxy form in accordance with the instructions set out in paragraphs 15 to 17. Alternatively, a proxy can be appointed online in accordance with the instructions set out at paragraphs 18 and 19.

## COMPLETION AND RETURN OF PHYSICAL PROXY FORMS

15. All joint holders should sign the proxy form.
16. 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.
17. 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.

## ONLINE PROXY APPOINTMENT

18. A Unit Holder entitled to attend the Annual Meeting and vote may appoint a proxy online by visiting [www.investorvote.co.nz](http://www.investorvote.co.nz) and following the prompts from there. Unit Holders completing the online process will need to enter their CSN/Unit Holder Number and their post code or country of residence (if outside of New Zealand).
19. Online proxy appointment must be completed by **no later than 10.00am on Tuesday, 29 November 2022** (being 48 hours before the annual meeting).

# Directory

## Vital Healthcare Property Trust / the Manager

PO Box 6945,  
Victoria Street West  
Auckland 1142 New  
Zealand  
Phone: +64 9 973 7300  
Website: [www.vhpt.co.nz](http://www.vhpt.co.nz)

## REGISTRAR

### Computershare Investor Services Limited

Level 2, 159 Hurstmere Road  
Takapuna, Auckland 0622  
Private Bag 92119, Auckland  
1142 New Zealand  
Phone: +64 9 488 8777  
Email: [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz)

## SUPERVISOR

### Trustees Executors Limited

Corporate Trustee Services  
Level 11, 51 Shortland Street  
Auckland 1010  
PO Box 4197,  
Auckland 1140 New Zealand  
Phone: 0800 878 783

## LEGAL ADVISER

### Bell Gully

Level 21, Vero Centre 48  
Shortland Street  
PO Box 4199,  
Auckland 1140 New  
Zealand

**Vital** HEALTHCARE  
PROPERTY TRUST

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Managed by NorthWest