

# Notice of Annual Meeting



Notice is given that the Annual Meeting of shareholders of Metlifecare Limited will be held at the Pakuranga Hunt Room, 2nd Floor, Ellerslie Stand, Ellerslie Event Centre, 80 - 100 Ascot Avenue, Greenlane East, Auckland, on Tuesday 25 October 2011, commencing at 3.00pm.

## **ORDINARY BUSINESS**

### **Annual Meeting Minutes (Ordinary Resolution)**

1. To approve the minutes of the last Annual Meeting held on 21 October 2010.

### **Chairman's Report, Chief Executive Officer's Outlook Statement and Financial Statements**

2. To receive and consider the Chairman's Report, Chief Executive Officer's Outlook Statement, Financial Statements and the Auditors' Report for the year ended 30 June 2011.

### **Rotation and Election of Directors (Ordinary Resolutions)**

3. In accordance with the Company's constitution, Messrs Peter Ross Brown and Olaf Guy Eady retire by rotation and, being eligible, offer themselves for re-election.

Mr Gregory David Flood and Mr Wynton Alan Edwards, having been appointed during the year by the Board, hold office under the constitution only until the Annual Meeting and being eligible, offer themselves for election.

Please refer to the Directors' Profiles on page two of this Notice.

### **Auditors (Ordinary Resolution)**

4. To record the automatic re-appointment of the Auditors, PricewaterhouseCoopers and to authorise the Directors to fix their remuneration for the current year.

## **VOTING BY PROXY**

All shareholders entitled to attend and vote at the Annual Meeting are entitled to appoint a proxy to attend and vote for them instead. A proxy need not be a shareholder of the Company. A proxy form is enclosed and, if used, must be lodged at the offices of the Company's Share Registrar, Computershare Investor Services Limited (see proxy form for the address), not less than 48 hours before the time for the holding of the meeting (i.e. before 3.00pm on Sunday 23 October 2011).

By order of the Board of Directors.

A handwritten signature in black ink that reads "A W Peskett".

A W Peskett  
Company Secretary

20 September 2011

## EXPLANATORY NOTE

The items of ordinary business requiring ordinary resolutions require approval by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution.

### Item 1:

#### Annual Meeting Minutes

A copy of the minutes of the Annual Meeting held on 21 October 2010 is available for inspection at the registered office of the Company and will be also available for inspection at the Annual Meeting.

## DIRECTORS' PROFILES



**Peter Ross Brown** LLB (Hons), B.Com

Peter Brown is Managing Director and Chief Executive Officer of FKP Property Group. He joined the FKP Board as Managing Director in February 2003. He has in excess of 20 years' experience in property, having held senior executive positions in national ASX listed companies.

Peter Brown is not an Independent Director.



**Olaf Guy Eady** BMS, CA

Guy is a Division Director of Macquarie Group (NZ) Limited with 20 years' experience in the aged care industry. He has been involved in a number of acquisition transactions in the aged care and retirement sector and has managed retirement assets on behalf of unlisted investors in New Zealand since 2005.

Guy Eady is not an Independent Director.



**Gregory David Flood** LLB (Hons)

Gregory Flood is the Chief Executive Officer of the Retirement Villages Group having worked as a consultant to both the Retirement Divisions of FKP Ltd and RVG immediately prior to appointment as CEO in April 2011.

Gregory has extensive experience in the property and retirement industries having held senior executive positions including COO of ASX listed retirement and aged care company Primelife Ltd, COO of the Springfield Land Corporation and General Manager of the Gandel Group.

Gregory has also been a Director of the National Board of Australian Retirement Villages Association and Chairman of the Retirement Village Association Accreditation Committee. He is currently a director of the Melba Foundation, an international record label.

Prior to his work in the property industry Mr Flood was a partner in a major Australian law firm and enjoyed a successful international career as a professional musician.

Gregory Flood is not an Independent Director.



**Wynton Alan Edwards** MBL, BA, HED

Alan is responsible for developing the vision, setting the Company's strategy and leading the Company and the team of highly skilled senior executives in the pursuit of the business's primary goals.

Alan has a wealth of experience and leadership skills. He has significant experience in senior executive, general management and organisational development roles and has spent over twelve years leading companies in the retirement village industry.

Alan Edwards is not an Independent Director.