



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, Eilerslie Stand, Eilerslie Event Centre, 80–100 Ascot Avenue, Greenlane East, Auckland, on Tuesday 30 October 2012, commencing at 3.00pm.

Ordinary Business

Chairman's Report, Managing Director/CEO's Report and Financial Statements

To receive and consider the Chairman's Report, Managing Director/CEO's Report, Financial Statements and the Auditors' Report for the year ended 30 June 2012.

Rotation and Election of Directors (Ordinary Resolutions)

1. In accordance with the Company's constitution, John James Loughlin retires by rotation and, being eligible, offers himself for re-election.
2. In accordance with the Company's constitution, Messrs Alistair Bruce Ryan, Christopher Gerard Aiken and Geoffrey Earl Grady, 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 re-election.

Please refer to the Directors' Profiles on page 2 of this Notice.

Directors' Fees

To approve the increase of the maximum aggregate remuneration payable to all non-executive Directors of the Company from \$300,000 to \$500,000.

Auditors (Ordinary Resolution)

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 28 October 2012).

By order of the Board of Directors.

A handwritten signature in blue ink, appearing to read "A W Peskett".

A W Peskett

COMPANY SECRETARY

25 September 2012

Explanatory Notes

1. 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.
2. It is important that the Company can attract and retain Directors of the highest calibre and remunerate them appropriately as the Company moves forward after its recent merger. The existing fee policy pool of \$300,000 was set in 2004. The Company announced, as part of its merger with Vision Senior Living and Private Life Care earlier this year, that it would be increasing the number of independent Directors from two to four. The new proposed limit recognises that the Board is now represented by a majority of independent Directors and is no longer a Retirement Villages Group (RVG) controlled entity. An increase in the fee pool to \$500,000 is less than the aggregate of the pre-merger Director fees of Vision Senior Living (\$300,000), Metlifecare (\$300,000) and Private Life Care. This will also enable RVG associated Directors to be paid from November 2012. Individual independent Directors' fees will not increase as a result of the new limit.

Voting Restrictions

In accordance with clause 16.6.1 of the Company's constitution and Listing Rule 3.5.1 the maximum aggregate remuneration payable to all non-executive Directors must be approved by an ordinary resolution of the shareholders of the Company. In accordance with Listing Rule 9.3.1, no non-executive Director or their Associated Persons (as defined under the Listing Rules) can vote on such ordinary resolutions, unless casting votes under an express proxy of a person who is not disqualified from voting.

DIRECTORS' PROFILES



01.

John James Loughlin

BCA, MBA, FCA, ACIS, FIINZ, FCASP, FNZIM, AFInst.D

Director

John is a professional company director. He is currently Chairman of ZESPRI Group Limited, Firstlight Foods NZ Limited and Tru-Test Corporation Limited. He is also a director of Augusta Capital Limited, Port of Napier Limited and AgResearch Limited. He is a former CEO and before that CFO of Richmond Limited and prior to that was an Institutional Fund Manager. John and his wife own Askerne Winery.

John is a member of Metlifecare's Audit, Remuneration, Nominations & Corporate Governance and Acquisition & Development Committees.

02.

Alistair Bruce Ryan

MCom (Hons)

Director

Alistair has extensive corporate and financial experience in the listed company sector in New Zealand and Australia, and was the Chief Financial Officer and a member of the senior executive team at SKYCITY Entertainment Group for over 16 years. Prior to SKYCITY, Alistair was a Corporate Services Partner with the international accounting firm Ernst & Young, based in Auckland. He is currently a Director of Kingfish, Barramundi and Marlin Global, a Board Member of the New Zealand Racing Board and a Member of the Auditor Regulation Liaison Group. He was previously a Director of Vision Senior Living, prior to the merger with Metlifecare.

03.

Christopher Gerard Aiken

BA

Director

Chris has over 25 years' experience in the property sector, and is currently CEO of Hobsonville Land Company, which is completing New Zealand's largest residential development at Hobsonville Point. He is a former Director of Auckland City Council property board, and a former Chair of North Harbour Stadium, Telecom Retail Holdings and Origin Quarries Group.

04.

Geoffrey Earl Grady

LLB (Hons), BCom

Director

Geoff joined FKP as Chief Operating Officer in March 2009, having previously been the Chief Executive Officer of Mulpha Sanctuary Cove since 2002. He has also previously worked as a partner of KPMG. Geoff holds degrees in Commerce and Law with honours from the University of Queensland. He is a chartered accountant and a solicitor of the Supreme Court of Queensland. He is currently Executive Chairman of Forest Place Group Limited and Chief Executive Officer of Retirement Villages Group.



Metlifecare Limited (the Company)

Disclosure Document Relating to the Giving of Financial Assistance to Purchase Shares in the Company (Companies Act 1993 Section 78(5))

To: All shareholders of the Company

Introduction

This document is provided to all shareholders in accordance with the requirements set out in section 79 of the Companies Act 1993. It sets out details of the proposal by the Company to make certain loans and pay certain amounts as part of the Company's restricted share plan to be made available to selected senior executive employees, which actions may constitute the giving of financial assistance by the Company in connection with the purchase of shares to be issued by the Company in terms of the Companies Act 1993.

Restricted Share Plan

Under the restricted share plan (the **Plan**) adopted by the Company, participants are entitled to receive a number of shares in the Company. The shares will be held in trust for a specified employment period following which the participant will have unrestricted ownership of the shares that are released to it at that time (subject to certain exercise hurdles being met). The Company will provide an interest-free loan to participants to allow them to purchase the shares. To the extent that legal title of the shares is transferred to a participant in accordance with the terms of the Plan, the participants will be paid a bonus which, after tax, equals the amount of the participant's loan balance in respect of the relevant shares. The loan will be repaid with the proceeds of bonus payments made by the Company to participating employees.

To the extent that legal title in shares is not to be transferred to a participant, there are put and call options in respect of the participant's beneficial interest in the relevant shares, with the purchase price being equal to the participant's loan balance in respect of the relevant shares.

The Directors have authorised the Company to provide financial assistance to employees participating in the Plan. Such financial assistance is to take the form of:

- (a) interest free loans to the participants to enable them to acquire shares under the Plan;
- (b) in the future, and if and to the extent any exercise hurdles are achieved, payments to the participants to fund repayment of the loans to the extent shares are released to the participant under the terms of the Plan and payment of related taxes; and
- (c) payment of the establishment costs of the Plan.

Such matters may constitute the giving of financial assistance by the Company in connection with the purchase of shares issued by the Company in terms of the Companies Act 1993.

The participating employees are: Chief Executive Officer (Alan Edwards), the Chief Financial Officer (Tristram van der Meijden), the General Manager Strategy & Development (Michael Oliver), the General Manager of Sales and Marketing (Jan Martin) and the General Manager Operations (Lynne Abercrombie).

The Board will suspend the giving of any financial assistance if:

- (a) it is no longer satisfied that the Company will satisfy the solvency test set out in the Companies Act 1993 after the giving of any financial assistance; or
- (b) the Board ceases to be satisfied that:
 - (i) the giving of the financial assistance is of benefit to the shareholders not receiving the assistance and in the best interests of the Company; or
 - (ii) the terms and conditions under which the assistance is given are fair and reasonable to those shareholders not receiving the assistance and the Company.

Board Resolution

The text of the Board resolutions authorising the Company to provide financial assistance pursuant to section 78 of the Companies Act 1993 includes as follows:

Financial Assistance

- (a) That giving the financial assistance is in the best interests of the Company and is of benefit to those shareholders not receiving the financial assistance.
- (b) That the terms and conditions under which the financial assistance is to be given are fair and reasonable to the Company and to those shareholders not receiving the financial assistance.

Reasons for directors' conclusions in relation to financial assistance resolutions

The reasons for the directors' conclusions in the resolutions concerning the giving of financial assistance in respect of the restricted share plan are:

- (a) giving the assistance is in the best interests of the Company, and is of benefit to those shareholders not receiving the financial assistance, because it increases the alignment of the participating senior executive employees and shareholders and rewards those participating senior executive employees for the creation of shareholder wealth, and, therefore, creates incentives for the participating employees to strive to ensure that the Company performs for the benefit of all its shareholders;
- (b) the terms and conditions are fair and reasonable to the Company and to those shareholders not receiving the assistance because the costs of providing the financial assistance are relatively small and are outweighed by the benefit of the alignment of interests that is achieved under the restricted share plan; and
- (c) schemes of this kind are considered to be normal practice in New Zealand with many organisations providing incentive schemes to their key employees. Such schemes are recognised as appropriate practices in ensuring key talent retention in the New Zealand market.

Dated 25 September 2012



Peter Brown
CHAIRMAN, METLIFECARE LIMITED