



Special Meeting of Shareholders

23 July 2021



Welcome

SPECIAL MEETING

Agenda

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Chair Introduction	Background of Special Meeting of Shareholders	Shareholder Questions	Resolutions	Voting	Close

QUESTION PROCESS FOR ONLINE ATTENDEES



When the Question function is available, the Q&A icon will appear at the top of the app.

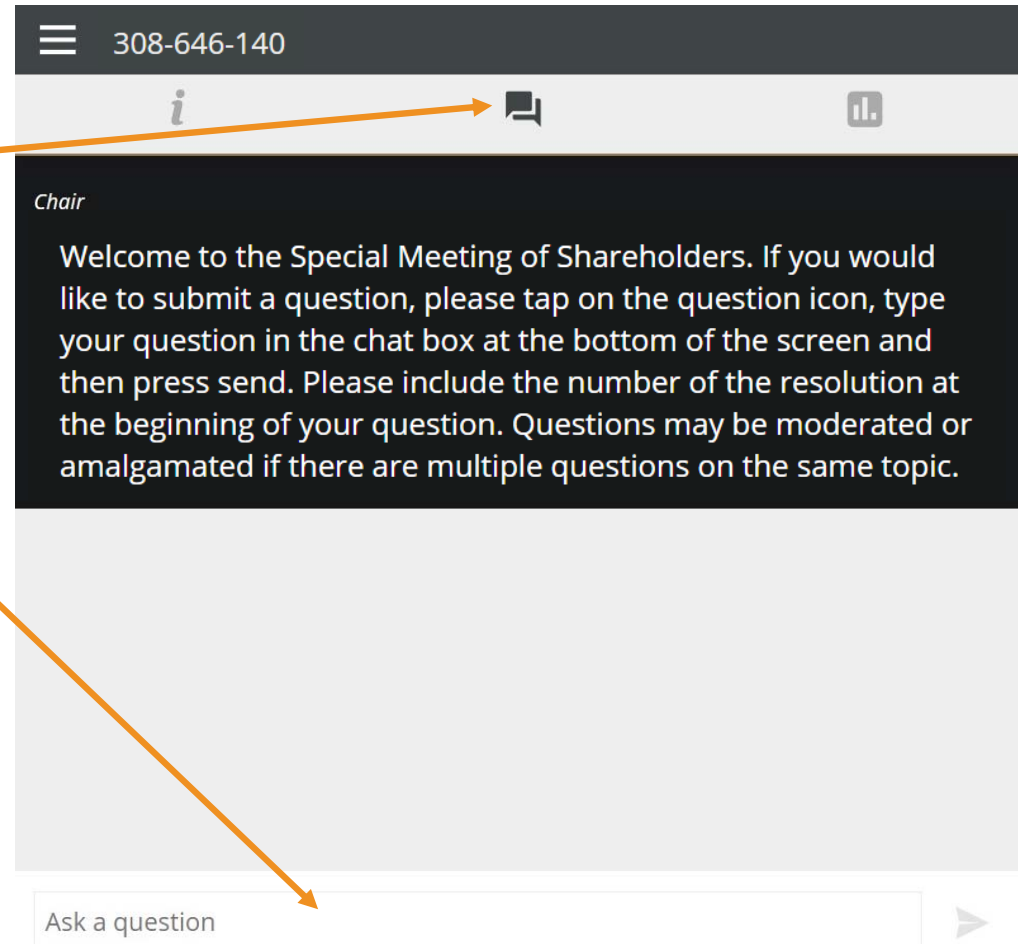


To send in a question, click in the 'Ask a question' box, type your question and press the send arrow.



Received

Your question will be sent immediately for review.



VOTING PROCESS FOR ONLINE ATTENDEES

When the poll is open, the vote will be accessible by selecting the voting icon at the top of the screen.



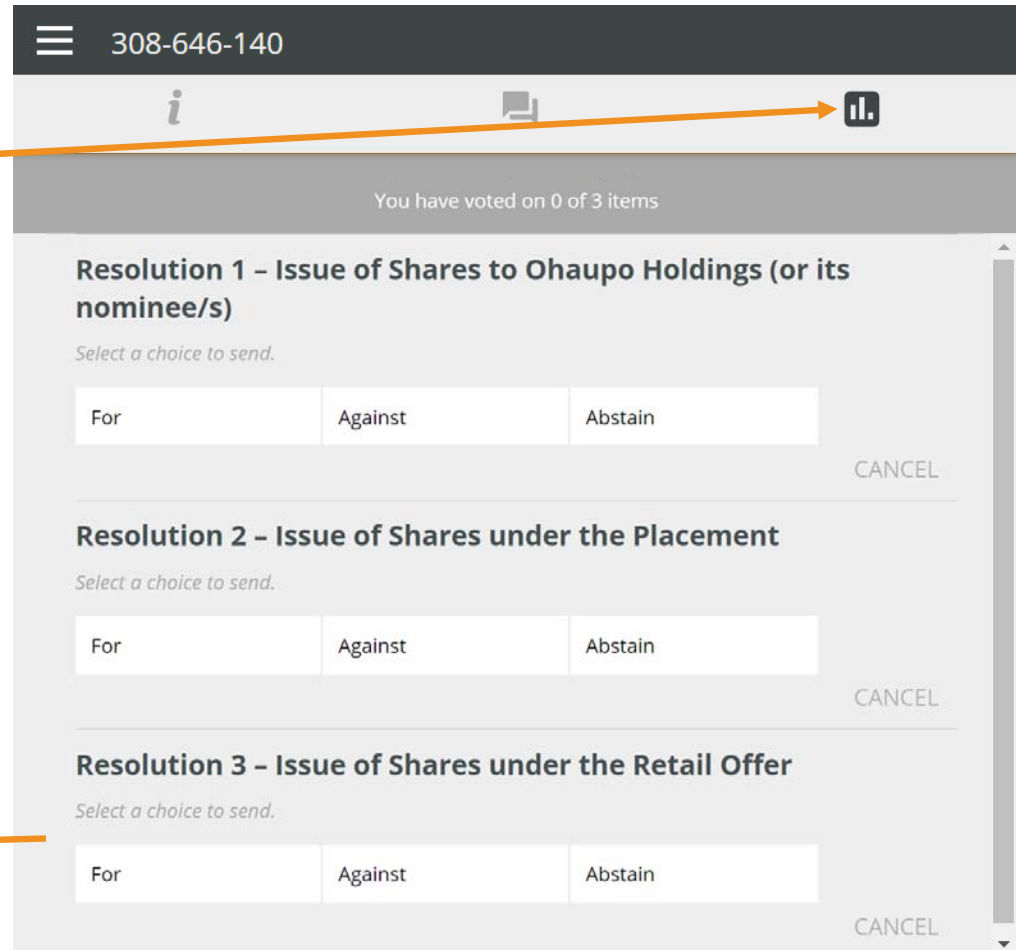
To vote simply select the direction in which you would like to cast your vote. The selected option will change colour.

For

Against

Abstain

There is no submit or send button, your selection is automatically recorded. You can change your mind or cancel your vote any time before the poll is closed.



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You have voted on 0 of 3 items

Resolution 1 – Issue of Shares to Ohaupo Holdings (or its nominee/s)

Select a choice to send.

For Against Abstain

CANCEL

Resolution 2 – Issue of Shares under the Placement

Select a choice to send.

For Against Abstain

CANCEL

Resolution 3 – Issue of Shares under the Retail Offer

Select a choice to send.

For Against Abstain

CANCEL

BACKGROUND TO THE RESOLUTIONS

The special meeting is to consider the approval by shareholders of the issue of shares related to the capital raising undertaken in conjunction with the Ohaupo Transaction

Acquisition Overview	<ul style="list-style-type: none">On 8 July 2021, Radius Care announced the acquisition of the land and buildings at four strategically important leased sites from one of Radius Care’s largest landlords, Ohaupo Holdings Limited (Ohaupo Holdings), for an acquisition price of \$31.4 million (the Ohaupo Acquisition), being a 2.3% discount to an April 2021 independent valuation undertaken by Long Valuation & ConsultancyAs outlined at the time of Radius Care’s listing on the NZX in December 2020, its growth strategy includes the purchase of strategically important facilities already operated (but not owned) by Radius Care, to provide greater control to undertake value enhancing initiatives, particularly developments.The Ohaupo Acquisition demonstrates execution of this important limb of Radius Care’s strategy. The acquisition:<ul style="list-style-type: none">increases Radius Care’s owned portfolio by 277 Beds at four sites across Auckland, Waikato, Taranaki and Canterbury.increases Radius Care’s owned Brownfield Development pipeline by 40 Care Beds at the Taupaki Gardens site in Kumeu, Auckland and Windsor Court in Ohaupo, Waikato. Brownfield developments are highly value accretive as there are no land costs required to undertake the development on surplus land within the site footprint; andcreates fully integrated owned facilities at (1) the Windsor Court site in Ohaupo, Waikato where Radius Care owns and operates the adjacent 22 unit retirement village and (2) the Elloungton Gardens site in Timaru, Canterbury where Radius Care owns and operates the adjacent 54 unit retirement village.
Associated Capital Raise	<ul style="list-style-type: none">In conjunction with the announcement of the Ohaupo Acquisition on 8 July 2021, Radius Care also announced an up to \$50m capital raising, comprising of:<ul style="list-style-type: none">an underwritten Placement of \$23 million (with the ability for Radius Care to accept oversubscriptions of up to an additional \$7 million at its discretion on a non-underwritten basis). As announced on 9 July 2021, Radius Care accepted the full amount of oversubscriptions to raise \$30 million via the Placement\$10 million of Radius Care shares to be issued to Ohaupo Holdings (or its nominee/s) – the vendor of the land and buildings of the four leased facilities being purchased; anda non-underwritten Retail Offer of up to \$5 million (with the ability for Radius Care to accept oversubscriptions of up to \$5 million)The Placement price of \$0.52 per share set via a bookbuild process on 8 July 2021, applies all capital raised through each of the three components of the capital raisingThe \$31.4 million purchase price for the Ohaupo Acquisition (and related transaction costs) is fully funded via the proceeds of the Placement conducted on 8 July 2021 and the issue of new shares under the Ohaupo Share Issue. The \$7 million of oversubscriptions accepted as part of the Placement will be applied to debt repayment. Any proceeds raised via the non-underwritten Retail Offer will be applied to reduce debt.
Shareholder Approval	<ul style="list-style-type: none">This Special Meeting is to consider the approval by shareholder of the issue of shares under:<ul style="list-style-type: none">Resolution 1: The Ohaupo Share Issue;Resolution 2: The Placement; andResolution 3: The Retail OfferThe resolutions to approve the issue of shares under the Ohaupo Share Issue, the Placement and Retail Offer are ordinary resolutions, requiring a simple majority of the votes of those shareholders who are eligible to vote and voting to pass

LAND AND BUILDINGS OF FOUR FACILITIES TO BE PURCHASED



Taupaki Gardens, Kumeu
Existing: 60 Care Beds
Development: 20 Care Beds
Operated since: Dec 2003



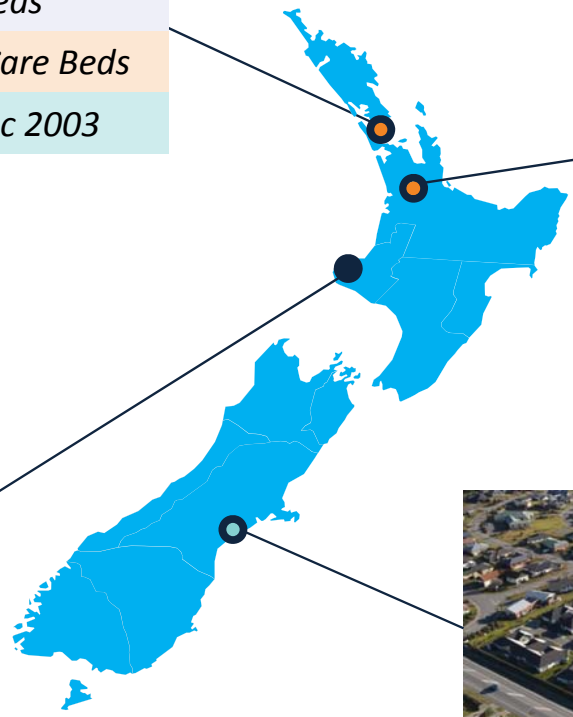
Windsor Court, Ohaupo
Existing: 76 Care Beds
Development: 20 Care Beds
Operated since: Dec 2003



Heatherlea, New Plymouth
Existing: 55 Care Beds
Operated since: March 2003



Elloughton Gardens, Timaru
Existing: 86 Care Beds
Operated since: March 2005



● Purchase of land and buildings

● Purchase of land and buildings, with Brownfield Development potential

● Purchase of land and buildings, where Radius Care owns co-located retirement villages



Resolutions

ISSUE OF SHARES TO OHAUPO HOLDINGS (OR ITS NOMINEE/S)

“That the issue of up to 20 million fully paid Shares to Ohaupo Holdings (or its nominee/s) at an issue price of not less than \$0.50 per Share in part satisfaction of the purchase price for the Ohaupo Acquisition, with such Shares to rank equally on issue with all existing Shares, be approved for all purposes, including Listing Rule 4.2.1.”

ISSUE OF SHARES UNDER THE PLACEMENT

“That the issue of up to 60 million fully paid Shares to investors at an issue price of not less than \$0.50 per Share under the Placement, with such Shares to rank equally on issue with all existing Shares, be approved for all purposes, including Listing Rule 4.2.1.”

ISSUE OF SHARES UNDER THE RETAIL OFFER

“That the issue of up to 20 million fully paid Shares to existing shareholders at an issue price of not less than \$0.50 per Share under the Retail Offer, on the terms further described in, and on such additional terms as are not inconsistent with those set out in, this Notice of Meeting, be approved for all purposes, including Listing Rule 4.2.1.”

Proxy Votes Received¹

Resolution 1 – Issue of Shares to Ohaupo Holdings (or its nominee/s)

Proxy votes lodged	For	Against	Discretionary	Abstain
146,504,384	146,435,967	23,230	45,187	0

Resolution 2 – Issue of Shares under the Placement

Proxy votes lodged	For	Against	Discretionary	Abstain
146,504,384	145,806,370	90,327	45,187	562,500

Resolution 3 – Issue of Shares under the Retail Offer

Proxy votes lodged	For	Against	Discretionary	Abstain
146,504,384	114,294,236	110,327	43,937	32,055,884

¹ Representing in total 83.0% of securities able to be voted.



Voting and Questions



Question Process



Thank You