

Continuous Disclosure Policy

Introduction

Vital Healthcare Property Trust is listed on the NZX Main Board and managed by NorthWest Healthcare Properties Management Limited (the **Manager**). Vital¹ is required to comply with the continuous disclosure obligations under the NZX Listing Rules and the Financial Markets Conduct Act 2013 (**FMCA**). This Continuous Disclosure Policy (the **Policy**) establishes the processes and responsibilities under which Vital will ensure compliance with its continuous disclosure obligations. This Policy should be considered in conjunction with Vital's Security Trading Policy.

Scope

This Policy applies to all of the directors, senior managers and employees of Vital and its related entities that are involved in providing management services to Vital. All persons subject to this Policy must follow the guidelines described below under 'Compliance Procedures'.

Material Information

A. General Rule

The general rule is that Vital will release all Material Information (as defined below) concerning it to NZX immediately upon Vital becoming aware of that information, unless any applicable exception applies.

In the context of Vital's continuous disclosure obligations:

- ▶ **Material information**² means any information that:
 - a *reasonable person* would expect, if it were generally available to the market, to have a *material effect* on the price of Vital's units; and
 - relates to Vital's units, or to Vital, rather than to securities or issuers generally.
- ▶ Vital becomes **aware** of information if, and as soon as, a director or a senior manager of Vital has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties.

¹ In this Policy, references to "Vital" are to the Vital Healthcare Property Trust and its subsidiaries, as well as the Manager in its capacity as Manager of the Vital Healthcare Property Trust, as applicable.

² Materiality is assessed using measures appropriate to Vital and having regard to the examples given by NZX in the Continuous Disclosure Guidance Note (dated 1 January 2020) (as amended or updated from time to time). See the Appendix for a non-exhaustive list of matters which are disclosed at the date of this policy.

- ▶ **Reasonable person** is a person who commonly invests in financial products and holds such financial products for a period of time, based on their view of the inherent value of the financial products.
- ▶ **Material effect**, is an expected price movement of:
 - 10% or more (NZX guidance is that such a movement will generally be treated as evidence that information has had a material effect on the price of those securities); and
 - sometimes between 5% and 10% (NZX guidance is that such a movement is more likely than not to be treated as evidence that information has had a material effect on the price of those securities but will be assessed based on specific facts and circumstances, for example the liquidity of the security or general movements in the market or particular sector).

To assist in complying with the various disclosure obligations on Vital, the disclosure guidelines set out in the Appendix outline the scope of information that may require disclosure under this Policy from time to time. Exceptions to disclosure obligations are also listed in the Appendix of this Policy.

B. Confidentiality

Until the Material Information is released to the market, it must be kept confidential and must not be disclosed to other parties (except in circumstances where disclosure is consistent with the exceptions set out above). Information provided by Vital to:

- ▶ a professional adviser;
- ▶ a party negotiating on Vital's behalf;
- ▶ a third party negotiating with Vital; or
- ▶ a regulatory authority,

does not lose its confidentiality, provided that in each case the information was provided with an obligation to maintain its confidentiality and such information is used by the party to whom it was provided solely for the purpose for which it was provided.

False markets

Vital will release material information to NZX to the extent necessary to prevent the development or subsistence of a market for Vital's units which is materially influenced by false or misleading information emanating from Vital or an associated person or another credible source (for example, if a credible analyst makes a forecast which is materially inconsistent with Vital's forecast). Vital may be required to provide this information even if an exception to the continuous disclosure rules applies.

However, Vital will not generally comment on market or media speculation or rumours unless:

- ▶ Vital considers that it is obliged at that time to make a statement to the market about a particular matter;
- ▶ Vital considers it prudent to prevent or correct a false market occurring in Vital's units; or
- ▶ NZX asks for information to clarify the market speculation or rumour.

No employee is authorised to respond to rumours or market speculation without the express prior written approval of the Co-Head, ANZ Region, Chris Adams.

Trading halts

Vital may request a trading halt in certain circumstances. Possible situations giving rise to a request for a trading halt include:

- ▶ Vital is preparing to make a major announcement and is concerned to prevent uninformed or speculative trading;
- ▶ confidential information about Vital is leaked or inadvertently made public and further time is required to enable Vital to prepare an appropriate public announcement; or
- ▶ if a proposed capital raising has been announced to the market and the pricing for the raising is to be determined by a competitive process during the subsequent day or days.

Compliance Procedure

All persons subject to this Policy are responsible for reporting immediately to the Co-Head, ANZ Region, Chris Adams any information that they consider to be, or likely to be, Material Information.

Anyone who becomes aware of any information that is, or may be, Material Information that is not generally available to the market must alert the Co-Head, ANZ Region, Chris Adams or Vital General Counsel. The Co-Head, ANZ Region, Chris Adams will, in the first instance, determine whether the information is, or may be, Material Information.

This Policy is provided to all directors and staff. The policy is reviewed internally every two years and then signed off by directors including any necessary changes. Staff are reminded of the requirements under the Policy by email on an annual basis.

C. Responsibilities

The Board of the Manager has primary responsibility for ensuring Vital complies with its continuous disclosure obligations including those set out in this Policy. The Board may delegate management of that responsibility to members of management.

The coordination of all NZX communications (including announcements) is primarily the responsibility of the Chief Financial Officer and Vital General Counsel who obtain the input and signoff from key staff to which any NZX announcement relates. The Co-Head, ANZ Region, Chris Adams reviews general market communications such as press releases and other corporate publications to ensure a consistent approach is adopted in relation to disclosure and, accordingly, should be kept informed of issues discussed during meetings with investors or analysts.

D. Penalties

Failure to comply with this Policy may lead to a breach of the NZX Listing Rules or applicable legislation. This may result in liability for Vital and in turn may lead to personal penalties for directors and senior managers. Breach of this Policy may lead to disciplinary action, up to and including dismissal (or termination of existing contractual arrangements for contractors or other agents). In some circumstances, a breach of this Policy may result in civil or criminal liability.

E. Disclosure

Following approval, Material Information should be announced promptly and without delay³ to NZX. Once confirmation has been received the relevant information is then published by NZX, that information is then published on Vital's website (subject to any legal restrictions on general public dissemination such as the restrictions under securities law which apply to capital raising transactions).

³ There will inevitably be a period of time between a director or senior manager becoming aware of Material Information, and the release of that information to the market. How promptly Vital is able to release an announcement will depend on the particular circumstances and nature of the Material Information. If Vital considers that it is unable to release information without unreasonable delay, it should consider requesting a trading halt as described above.

Appendix

Required disclosures

Below is a non-exhaustive list of the matters which as at the date of this policy are disclosed to NZX. This list does not include disclosures of transactions in which Vital is involved, which are dealt with separately under the heading 'Transactional Disclosures' below:

- ▶ Annual and interim reports.
- ▶ Notices of investor meetings and the outcome of any vote at those meetings including confirmation of Independent Directors.
- ▶ Other communications with investors including the quarterly update.
- ▶ Quarterly updates including half year and full year results.
- ▶ For each distribution:
 - timing and quantum (once approved by the Board of the Manager); and
 - distribution reinvestment plan status (including whether the distribution reinvestment plan is underwritten, strike price and units price issued).
- ▶ Any material change in financial forecasts or projections.
- ▶ Details of any material preliminary revaluation movements.
- ▶ Details of any issue of units.
- ▶ Any material change to the business, strategy or investment policies of the Trust.
- ▶ Details of any amendment to the Trust Deed.
- ▶ Details of any acquisitions or disposals of Vital units by all directors and senior managers of the Manager (including under a dividend reinvestment plan) - (This is the responsibility of the individual).
- ▶ Changes in composition of the Board of the Manager (which must be accompanied by a statement as to which of the directors on the Board are considered independent).
- ▶ Changes in the Manager's senior managers, notably the Co-Head, ANZ Region, Chris Adams and Chief Financial Officer.

Transactional disclosures

All transactions involving or relating to the Trust must also be considered in light of the Listing Rules and discussions should be had with the Co-Head, ANZ Region, Chris Adams and / or Vital General Counsel regarding announcement requirements early in the transaction process.

Exceptions

The NZX Listing Rules provide for an exception to the general rule whereby Material Information does not need to be disclosed where:

- ▶ a reasonable person would not expect the information to be disclosed; and
- ▶ the information is confidential and the confidentiality of the information is maintained; and
- ▶ any of the following apply:
 - the release of the information would be a breach of law; or
 - the information is a trade secret; or
 - the information concerns an incomplete proposal or negotiation; or
 - the information contains matters of supposition or is insufficiently definite to warrant disclosure; or
 - the information is generated for internal management purposes.