

# NOTICE OF ANNUAL MEETING

## 2025

### Time and Date

12.00 pm Thursday, 6 November 2025

### Location

Tūhono Room, Ground Floor Lobby, HSBC Tower, 188 Quay Street,  
Auckland CBD

### Virtual Meeting

Unit Holders may attend virtually: <https://meetnow.global/nz>  
For information on how to participate in the meeting virtually, please refer to the Procedural Notes.

## Business

### INDEPENDENT CHAIR OF THE MANAGER PRESENTATION

### MANAGER PRESENTATION

### ANNUAL FINANCIAL STATEMENTS

The annual financial statements of Vital Healthcare Property Trust for the year ended 30 June 2025 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 further information.

### GENERAL BUSINESS

To consider any other matter that may be lawfully considered at the meeting.

# Explanatory Notes

## RE-ELECTION OF INDEPENDENT DIRECTOR

At the 2025 Annual Meeting, Unit Holders of Vital Healthcare Property Trust will have the opportunity to consider and, if thought fit, approve the re-election of Angela Bull as an independent director of Northwest Healthcare Properties Management Limited (the **Manager**) by way of ordinary resolution.

Angela Bull was re-elected to the Board of the Manager in 2022. The other two independent directors of the Manager have been re-elected by Unit Holders, since then: Dr Michael Stanford was re-elected in 2023 and Graham Stuart was re-elected in 2024.

The Trust Deed of Vital Healthcare Property Trust provides that Unit Holders are entitled to appoint two independent directors to the Board of the Manager and that at each annual meeting, one of the two will retire, but may stand for re-election. The shareholder of the Manager may appoint further independent directors and there are, in fact, three independent directors. The Board of the Manager considers that independent directors should be treated equally and that Unit Holders should have the opportunity to vote on the appointment of each of them on an even rotational basis.

Given Dr Michael Stanford and Graham Stuart have each been re-elected by Unit Holders more recently, Angela Bull will stand for re-election this year. To achieve this outcome, certain coordinated steps will be taken, as was the case in 2024. Effectively these steps involve an annual rotation of the three independent directors such that, at any time, two have been appointed by Unit Holders and the third has been appointed by the Manager's shareholder.

The biographical details of Angela Bull are set out below. The Board of the Manager has determined that Angela Bull is an independent director for the purposes of the NZX Listing Rules.

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 Angela Bull requires approval by way of an ordinary resolution. See the Procedural Notes for further details on the ordinary resolution.

**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 an independent director of Property for Industry (NZX:PFI), Channel Infrastructure (NZX:CHI), Fulton Hogan and Foodstuffs South Island. She is also an independent director of Bayleys Corporation and trustee of St Cuthbert's College.

Angela is a former 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; a former Board member of the Property Council of New Zealand; and a former independent director of the Real Estate Institute of New Zealand and realestate.co.nz.

# Procedural Notes

## ATTENDANCE AND VOTING RIGHTS

1. Every Unit Holder is entitled to attend the Annual Meeting and vote. No voting restrictions apply to the resolution.
2. 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.
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 in the Tūhono Room, Ground Floor Lobby, HSBC Tower, 188 Quay Street, Auckland CBD on Thursday, 6 November 2025 commencing at 12.00 pm; 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. Voting will be by way of poll.

## CHAIRPERSON

7. The chairperson of the Annual Meeting will be Graham Stuart, the Chair of the Board of the Manager.

## VIRTUAL ANNUAL MEETING

8. Unit Holders attending and participating in the Annual Meeting virtually will be able to vote and ask questions during the meeting. Please see the enclosed Virtual Meeting Guide for further details.

## APPOINTING A PROXY

9. A Unit Holder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy to attend the meeting virtually or in person and vote instead of the Unit Holder. A proxy need not be a Unit Holder.
10. 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.
11. 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 12 to 15. Alternatively, a proxy can be appointed online in accordance with the instructions set out at paragraphs 16 and 17.

## COMPLETION AND RETURN OF PHYSICAL PROXY FORMS

12. All joint holders should sign the proxy form.
13. 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.
14. 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.
15. The completed proxy form must be returned to the Registrar, Computershare Investor Services Limited, by mail to Private Bag 92119, Victoria Street West, Auckland, 1142. To be valid, it must be received by no later than 12:00pm on Tuesday, 4 November 2025 (being 48 hours before the Annual Meeting).

## ONLINE PROXY APPOINTMENT

16. 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).
17. Online proxy appointment must be completed by no later than 12:00pm on Tuesday, 4 November 2025 (being 48 hours before the Annual Meeting).

