



**This document is for information only.  
It does not require any action from you.**

20 June 2014

Dear Shareholder

**Financial assistance to be provided to management and staff to purchase shares**

The purpose of this letter is to outline the financial assistance that Ryman Healthcare Limited ('the Company') will be providing to management and staff members to participate in the Company's share schemes – the Management share scheme and the All-employee share scheme.

**Management share scheme**

The Board wishes to continue to encourage the participation of management in the long term success of the Company, and to align their interests with those of the shareholders.

In accordance with section 79 of the Companies Act 1993, we disclose for the benefit of all shareholders the following proposal to provide financial assistance to certain members of the Company's management team.

Under the management share scheme the Board has resolved to provide financial assistance, by way of interest free loans of up to \$5.0 million over the next year. This financial assistance will be provided to the following members of the management team to enable them to acquire the Company's shares on-market:

Taylor Allison, David Bennett, Oliver Boyd, Danielle Bridge, Tom Brownrigg, Craig Buist, Simon Challies (Managing Director), Liz Dilger, Bernadette Forsdyke, Nicole Forster, Dave Gibson, Jill Gregson, David King, Debbie McClure, Sara McCunnie, Kiri McKenzie, Gordon MacLeod, Tracy McLeod, Andrew Mitchell, Philip Mealings, Jeremy Moore, Glyn Moss, Jenn Poskitt, Barbara Reynen-Rose, Paul Sutton, Nicole Tayles, Wendy Taylor, Bev Uttridge, Suzanne Wells, Chris Wright

The terms of the financial assistance are that:

- The Company provides the employees with limited recourse loans on an interest free basis to assist employees' participation in the scheme;
- The loans are applied to the purchase of shares on market, so the number of shares and the consideration for each share is determined by the market price at that time;

- Shares purchased under the scheme are held by two Directors as custodians for three years, and the shares carry the same rights as all other ordinary shares but cannot be dealt with by the employees;
- Shares subject to this scheme vest to the employee three years from the date of purchase; and
- The loan is repayable in the event that the employee is no longer employed by the Company, or when the shares are sold.

The Board has also resolved that they consider the giving of this financial assistance is on terms and conditions that are fair and reasonable, and is for the benefit of all shareholders.

### **All-employee share scheme**

The Board is also keen to encourage all staff members to become shareholders, as it gives a greater sense of ownership in the company they work for.

To participate in this all staff scheme, each staff member has contributed a minimum of \$500 (and up to a maximum amount of \$10,000) towards the on market purchase of Ryman shares. To assist the staff member purchase more shares, the Company will advance an interest free loan equal to 50% of the employee's contribution towards the share purchase (the 'financial assistance').

For example, if a staff member contributes \$1,000 to purchase shares, then the Company will lend a further \$500. This means the staff member is able to purchase \$1,500 of shares in Ryman. The loan is repayable when the staff member leaves the Company. Shares purchased under the scheme are held in the employee's name, and are not subject to any restrictions.

The total financial assistance provided by the Company for staff share purchases under the scheme will be limited to \$120,000 in aggregate.

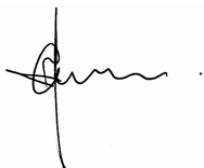
In accordance with section 79 of the Companies Act 1993, we disclose that the following Ryman Healthcare staff will receive the financial assistance in respect of the All-employee share scheme:

Christine Baker, Maria Bautista, Tracey Campen, Jane Carver, Karen Chalmers, Greg Cleaver, Lynnette Darling, Liz Dilger, Alan Dodd, Isabelle Duncan, Julian Graham, Jill Gregson, Diana Hanafin, Helen Hayes, Janet Henry, Darryn Hintz, Merrin Jack, Dean Jackson, Long Jiang, Hodger Keh, Sam Kingston, Debra Komarkawski, Elizabeth Lear, Leilani Loibl-Beach, Helen Mckinnel, Jasmine McIlraith, Joy Notman, Gail Miller, Catherine Morgan, Lilian Obonyo, Rebecca Payne, Vicki Payne, Jane Pow, Tracey Rhodes, Lyndsaay Richards, Ameelia Sausman, Gillian Scott, Matthew David Smith, Katrina Stevens, Megan Tasker, Anna Thomson, Abby Thornton, Angela Walker, Rosa Elizabeth Wallace, Brian Ward, Chris Wright, Zhang Xiaoli

The Board has resolved that they consider the giving of this financial assistance is on terms and conditions that are fair and reasonable to all shareholders, and that the financial assistance is for the benefit of all shareholders.

I am sure that you will join me in welcoming more Ryman staff as new shareholders in the Company.

Yours sincerely



Simon Challies  
Managing Director