

NOTICE OF ANNUAL MEETING



Dear Shareholder,

We warmly invite you to join us for the Annual Meeting of Shareholders of Ryman Healthcare Limited, to be held at:

Where: Bruce McLaren Retirement Village, 795 Chapel Road, Howick, Auckland

When: Wednesday 29 July 2015 at 2.00pm.

You are welcome to join us after the meeting for refreshments and to enjoy a tour of the village.

ORDINARY BUSINESS

1. To consider and receive the Annual Report of the Company for the year ended 31 March 2015.
2. To re-elect/elect Directors:
 - (a) Mrs Claire Higgins, (being appointed as a Director by the Board on 17 September 2014), who retires in accordance with the constitution and, being eligible, offers herself for election, be elected as a Director of the Company.
 - (b) Mr Doug McKay, (being appointed as a Director by the Board on 17 September 2014), who retires in accordance with the constitution and, being eligible, offers himself for election, be elected as a Director of the Company.
 - (c) Mr Warren Bell retires in rotation, in accordance with the constitution and, being eligible, offers himself for re-election.
 - (d) Ms Jo Appleyard retires in rotation, in accordance with the constitution and, being eligible, offers herself for re-election.
3. To record that Deloitte continue in office as auditors and to authorise the Directors to fix their remuneration for the ensuing year.

NOTES

1. Proxies:

A proxy form has been mailed to you together with a copy of this Notice of Annual Meeting. A shareholder entitled to vote at the meeting but who cannot attend is entitled to appoint a proxy to attend the meeting and vote on their behalf. A proxy need not be a shareholder in the Company.

To be valid, a completed proxy form (and any certificate of appointment of a corporate representative or power of attorney - refer to the notes on the proxy form) must be deposited at the Company's registry, Link Market Services, no later than 2.00pm (New Zealand time) on 27 July 2015.

A proxy notice may be deposited by delivering it to the Company's registry as per the instructions on the reverse of the proxy, which includes online voting for the first time this year.

2. Eligibility to Vote:

Any Shareholder whose name was recorded in the Company's share register at close of business on 27 July 2015 is entitled to attend the meeting and vote on the resolutions either in person or by proxy.

The resolutions required for agenda items 2 and 3 are ordinary resolutions, requiring a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

By order of the Board

Gordon MacLeod
Company Secretary
Christchurch, 26 June 2015



EXPLANATORY NOTES



ORDINARY RESOLUTION 2

Ryman Healthcare Limited's constitution and NZX Main Board Listing Rules require one-third of the directors (or, if their number is not a multiple of three, then the number nearest to one-third) to retire from office at the annual meeting each year (with the retiring directors being those who have been longest in office since they were last elected or deemed elected).

A single Executive Director (the Managing Director) is exempt from these rotation requirements.

In addition, Ryman Healthcare Limited's constitution and NZX Main Board Listing Rules require any Director who is appointed by the Directors to fill a casual vacancy to retire from office at the next annual meeting of the issuer, but he/she is eligible for election at that meeting.

Director Claire Higgins and Director Doug McKay having been appointed by the Board on 17 September 2014 retire and offer themselves for election.

Director Warren Bell and Director Jo Appleyard retire by rotation and offer themselves for re-election.

The Board unanimously supports the re-election of Claire, Doug, Warren and Jo.

Claire Higgins

Claire Higgins is a professional director and consultant with extensive board experience in Australia and New Zealand.

She is chair of the Country Fire Authority in Victoria, REI Superannuation Pty Ltd, and had a long career at BHP and OneSteel Limited before becoming a professional director.

Doug McKay

Doug McKay is an experienced board director with current appointments at IAG NZ Insurance, BNZ, Genesis Energy, Eden Park Trust Board (chair) and Chartered Accountants Australia New Zealand. He was previously chair of Griffins Foods, and Independent Liquor.

Doug's executive career included CEO and MD roles at corporates including Procter and Gamble, Lion Nathan, Carter Holt Harvey, Goodman Fielder, Sealord and Auckland Council. In 2015 Doug was made an Officer of the New Zealand Order of Merit for services to business and local government

Warren Bell

Warren Bell is an experienced public and private company director, and was previously an audit partner with Deloitte. He is currently chairman of Hallenstein Glasson and St George's Hospital, and is a director of a number of private companies.

Warren is chairman of the Audit & Financial Risk Committee.

Jo Appleyard

Jo Appleyard is a partner with Chapman Tripp, and is a skilled advocate and litigator specialising in commercial, employment and resource management law.

Prior to her appointment as a director, Jo had acted for Ryman Healthcare for a number of years on employment and resource management matters, both of which are pivotal to the success of the company.

