

NOTICE OF ANNUAL MEETING



Dear Shareholder,

We warmly invite you to join us for the Annual Meeting of Shareholders of Ryman Healthcare Limited.

Where: Charles Upham Retirement Village, 56 Oxford Road, Rangiora.

When: Thursday 27 July 2017 at 10 am.

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 2017.
2. Director re-election:
(a) Mrs Claire Higgins retires by rotation and, being eligible, offers herself for re-election as a director of Ryman Healthcare Limited.
Note: Mr Doug McKay also retires by rotation, but has chosen not to offer himself for re-election as a director. See Explanatory Note 2.
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 10 am (New Zealand time) on 25 July 2017.

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 this year.

2. Eligibility to Vote:

Any Shareholder whose name was recorded in the company's share register at close of business on 25 July 2017 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, 23 June 2017



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).

Director Claire Higgins and Director Doug McKay retire by rotation in accordance with these requirements. Claire Higgins offers herself for re-election. Doug McKay has chosen not to offer himself for re-election.

The board unanimously supports the re-election of Claire.

Claire Higgins

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

Claire is chair of REI Superannuation Pty Ltd, and a director of several organisations in the property, health and philanthropic sectors. Claire had a long executive career at BHP and OneSteel Limited before becoming a professional director.

