



Ryman Healthcare Limited

Retail Bond Presentation | 26 November 2020



Disclaimer

Please read carefully before the rest of the presentation

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Capitalised terms used but not defined in this presentation have the meanings given to them in the PDS.

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Today's speakers



Gordon MacLeod, Chief Executive

Gordon joined Ryman in 2007. He had previously been a corporate finance partner with PwC and finance director of a London listed hi-tech engineering company. Gordon has a Bachelor of Commerce degree and he is a Fellow of Chartered Accountants Australia and New Zealand.

His association with Ryman dates back to 1994 when his Nana moved into Margaret Stoddart Retirement Village in Christchurch.



David Bennett, Chief Financial Officer

Dave joined Ryman in 2013 and was promoted to Chief Financial Officer in 2017. Dave is responsible for ensuring Ryman's strong financial performance. This includes building relationships with shareholders, the wider investment community and Ryman's banking partners. He is a board member of the New Zealand Retirement Villages Association. Dave has a Bachelor of Commerce degree and is a Chartered Accountant. Before joining Ryman, he worked as an accountant and auditor.



Michelle Perkins, Investor Relations Manager

Michelle joined Ryman in 2017. Prior to joining Ryman, Michelle was a Senior Research Analyst at Craigs Investment Partners and member of the company's Investment Committee where her responsibilities included strategic asset allocation for the group.

Michelle's association with the company dates back to the early 2000s when she was the healthcare analyst covering Ryman for Craigs Investment Partners.

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Offer highlights

The purpose of the Offer is to provide diversity of funding sources and tenor. The proceeds of the Offer will be used to repay a portion of Ryman's existing bank debt. This will provide Ryman with additional headroom under Ryman's Bank Facility Agreement which it can drawdown as required.

Retail bond offer	
Issuer	Ryman Healthcare Limited (Ryman)
Bonds	Fixed rate, secured, unsubordinated Bonds
Guarantee and security	Payments on the Bonds are guaranteed by each of Ryman's Subsidiaries under a cross guarantee in the Security Trust Deed. The Bondholders have the benefit of the same security package as Ryman's bank lenders and any other debt funding providers who become Beneficiaries under the Security Trust Deed
Issue size	Up to \$100 million (plus oversubscriptions of up to \$50 million at the sole discretion of Ryman)
Maturity	6 year Bonds maturing Friday, 18 December 2026
Rating	Not rated
Quotation	The Bonds are expected to be quoted on the NZX Debt Market on Monday, 21 December 2020
Joint lead managers	ANZ, Forsyth Barr, Hobson Wealth, Westpac

Introducing Ryman Healthcare



Nellie Melba,
Melbourne



Ryman overview

- The largest retirement village operator in New Zealand, Ryman was founded in 1984 on the basis that older people deserve dignity and the highest standard of care
- Founding philosophy is that Ryman's care has got to be good enough for Mum or Dad
- NZX Listed in 1999, Ryman is currently by market capitalisation in the top 6 New Zealand-Incorporated listed companies
- Owner and operator of 39 retirement villages in New Zealand and Australia and is home to more than 12,000 residents
- Named by Reader's Digest as the most trusted brand in the New Zealand retirement industry in 2020 for a sixth time
- "Gold Standard" of care, with 81% of Ryman's New Zealand Villages receiving the highest government accreditation, compared to 50% for other large operators†

† Operators with more than 15 facilities

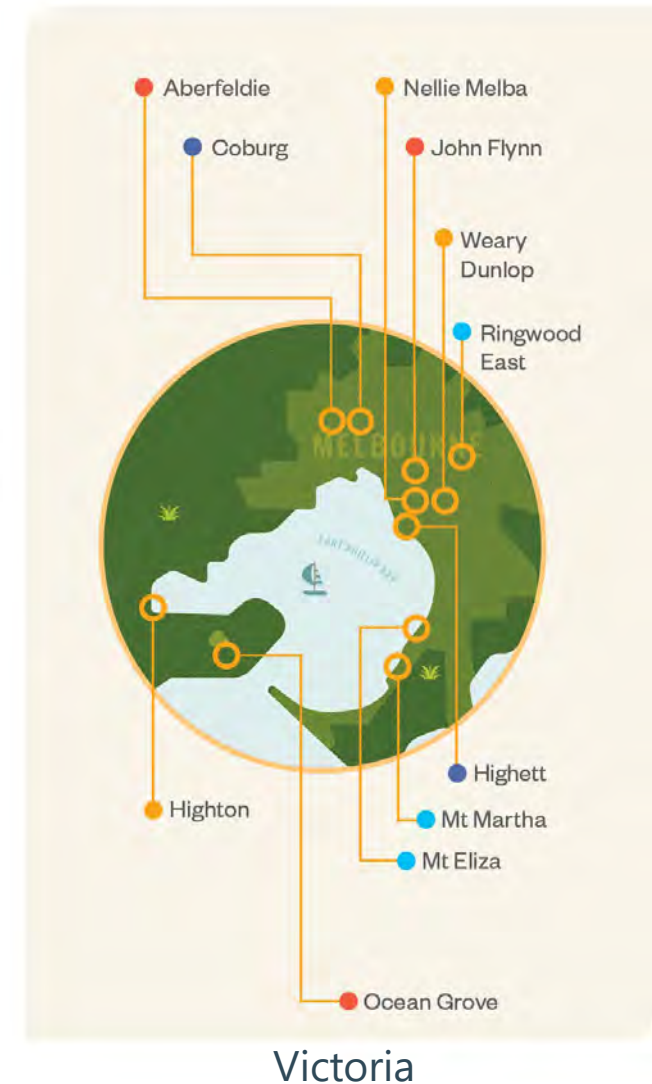
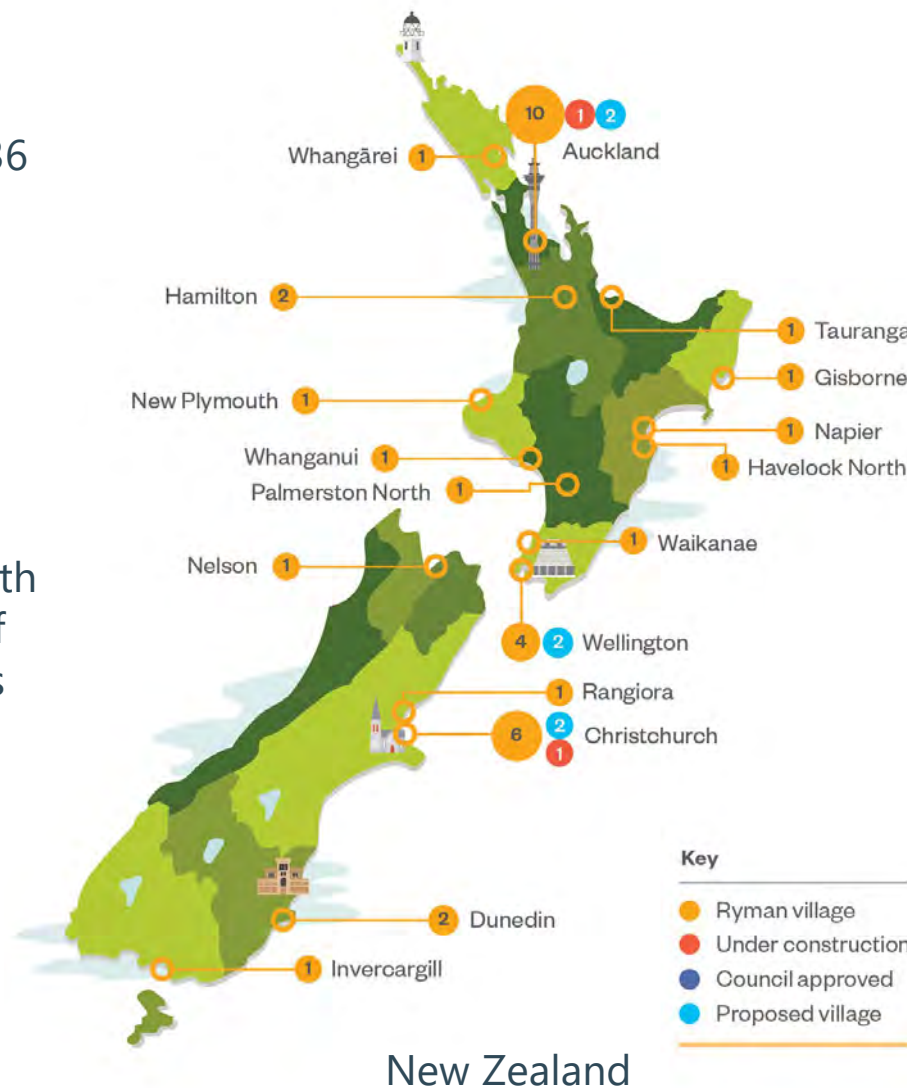


Our competitive advantage

- Brand reputation, 36 years, over 30,000 residents over this time
- Experienced leadership team
- Bespoke Ryman designed villages
- In-house development and construction
- Ryman peace of mind guarantees
- Full continuum of care – including dementia care
- Continued innovation for residents and staff
- Benefits of increasing scale
- Established operations and development pipeline in Victoria
- “It’s got to be good enough for Mum or Dad”

Village locations

- 39 strategically located villages, 36 in New Zealand and 3 in Victoria, Australia
- Geographically diverse, with the majority of villages located in established markets with high population centres
- 25 villages are located in the North Island of New Zealand, with 10 of these in Auckland, New Zealand's most populous urban area
- A pipeline of 16 future villages across New Zealand and Victoria



COVID-19 care response

- Both New Zealand and Australia have responded to the virus with strong public health measures and a range of economic stimulus packages
- Ryman is not unfamiliar with infectious diseases, and activated its infectious diseases protocol in January 2020
- Ryman has infection control and pandemic plans in place and its clinical governance committee has been overseeing plans
- Early measures taken included:
 - purchasing additional supplies of personal protective equipment
 - closing care centres and serviced apartments to external visitors
 - arranging grocery and food deliveries to villages
- Flexible protocols adopted, allowing Ryman staff and residents to adapt quickly to varying alert levels and lockdown restrictions
- No cases of COVID-19 have been reported among Residents or staff as at 25 November 2020

Continuum of care

Independent living
Average age of entry 79.6 years

Assisted living
Average age of entry 86.0 years

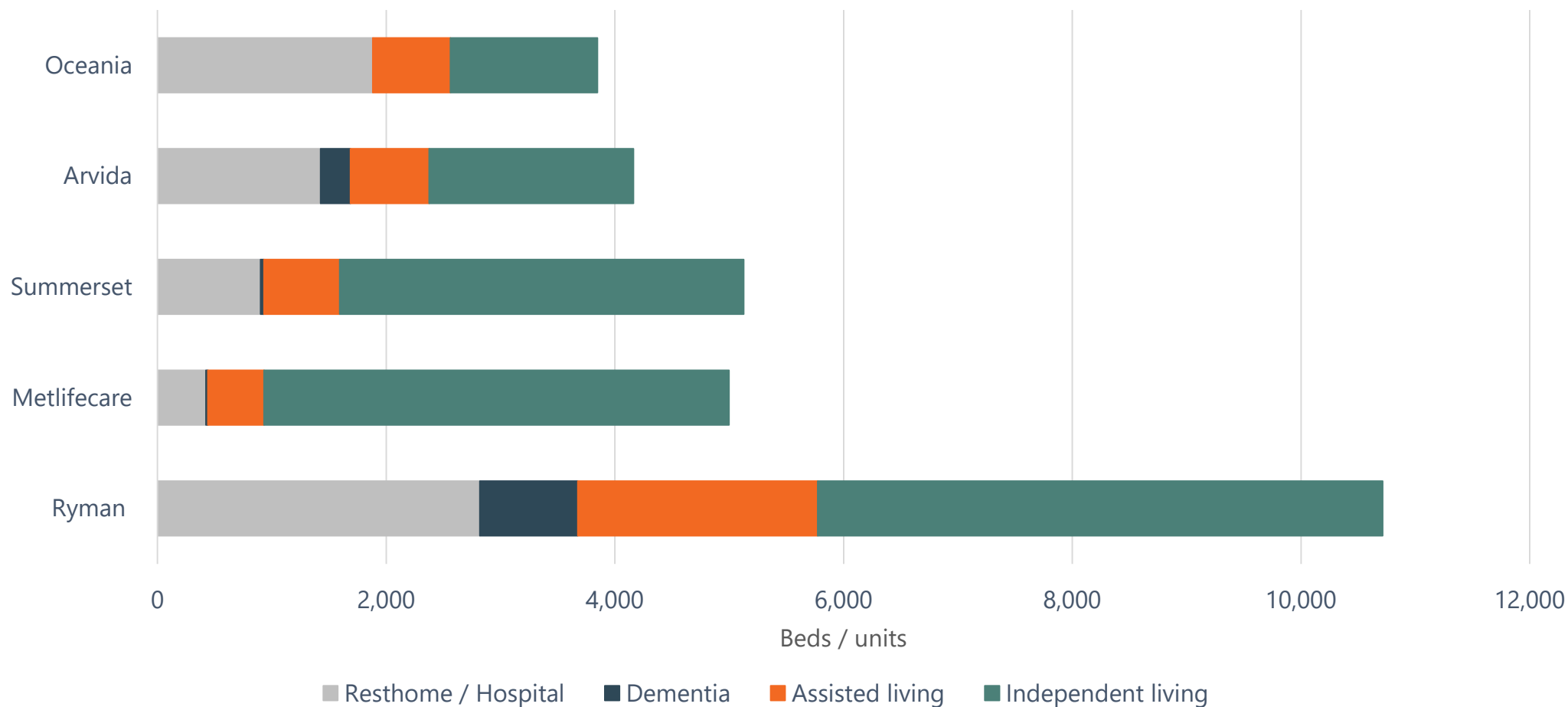
Aged care: rest home / hospital
/ dementia

Continuum of care

- The continuum of care offering plays an important role in the decision-making process of residents considering moving into a retirement village
- The certainty, security and peace of mind that comes from this offering is of importance for residents as they age
- Couples are able to stay together as they age, and the offering gives families the comfort of knowing their parents or grandparents can be cared for as their health needs change

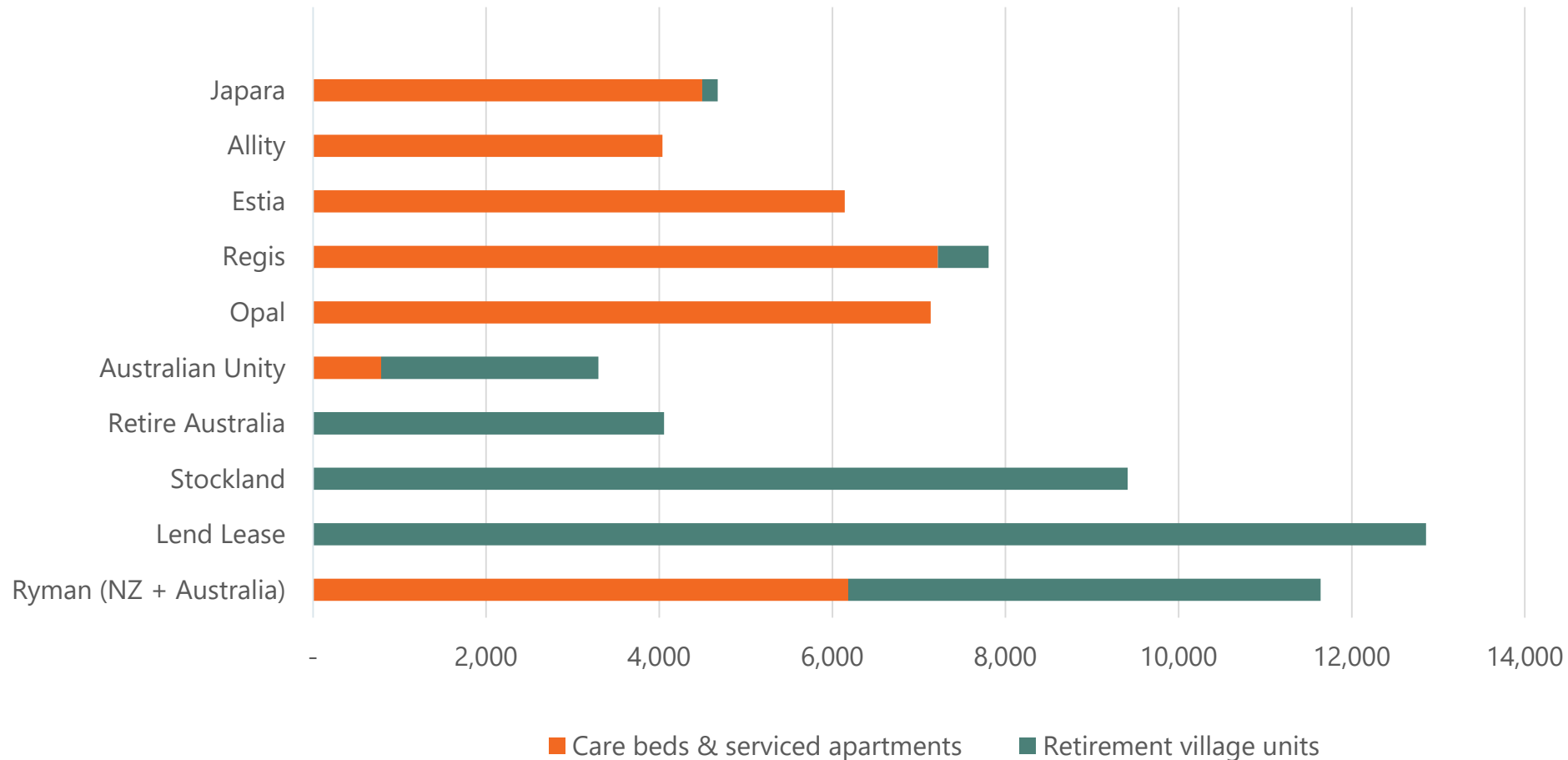
Average age of entry is the median age that the current residents at Ryman villages (at 30 September 2020) were when they entered their unit.

Around 50% of Ryman's portfolio is needs based



Source: Oceania does not disclose the split of care beds in their villages. Figures based on each company's latest financial reports and disclosures published on NZX as at 20 November 2020.

Continuum of care offering is rare in Australia



Source: Data based on ASX disclosures as at 21 November 2020 for ASX listed operators. For unlisted operators, data was sourced from their websites and the Aged Care Services List, Australia as at 21 November 2020

Ryman's earnings streams

Care fees

Receive weekly fee for service and achieve margin

New sales

Development margin on the initial occupation right sale (typically 20% to 25%)

Resales

Collect price to price gain for existing unit occupation rights when residents change

Management fee

20% of the occupancy advance paid by independent and serviced unit residents, collected on repayment

Development activity (at 30 Sept 2020)

- Ryman is diligent in site selection for its new villages
- Development is primarily managed in-house by Ryman's experienced development, design and construction teams
- This strategy has allowed Ryman to develop new villages in well-established areas and invest for future growth



Villages



Design



Consenting



Council
approval



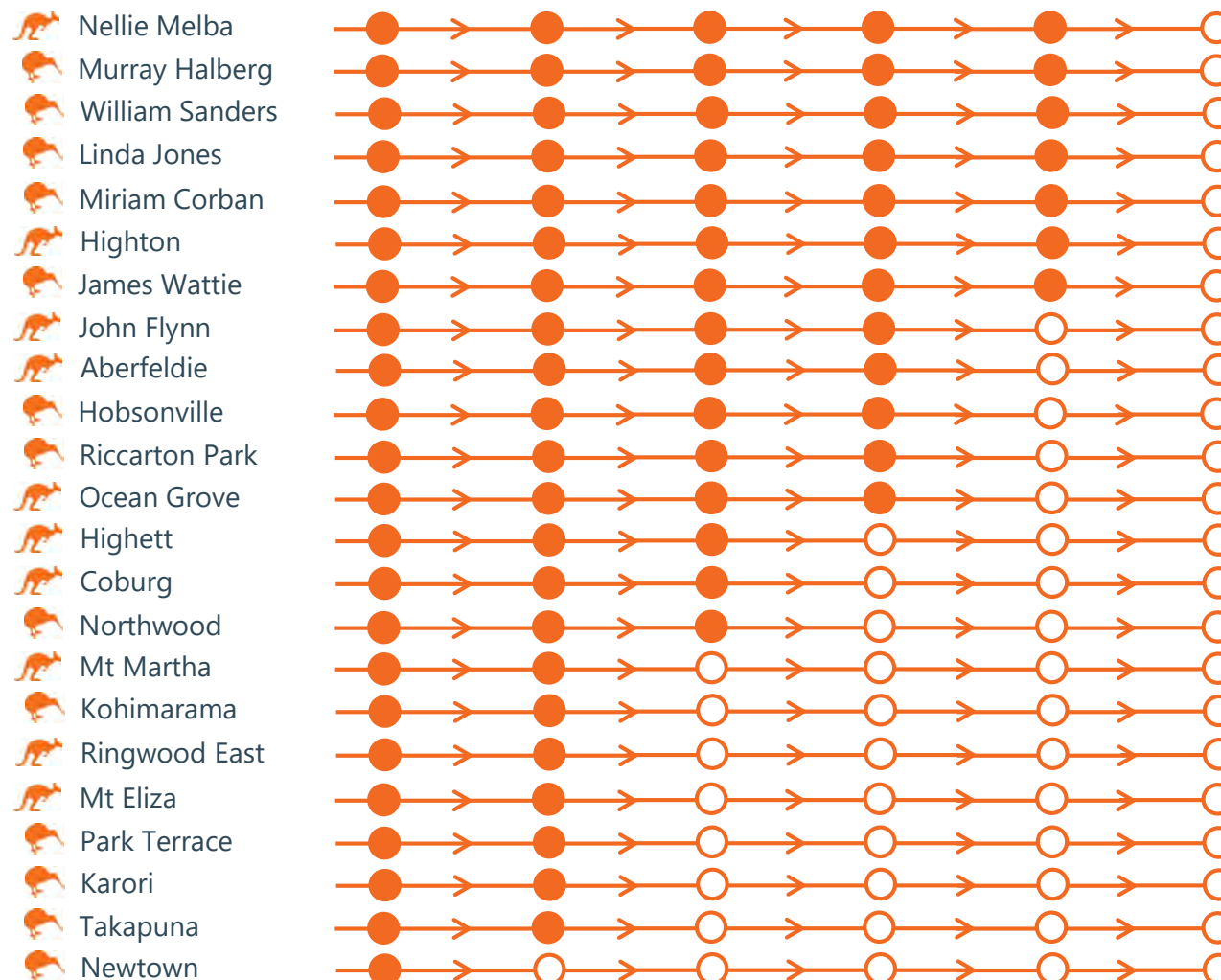
Construction



Village
open

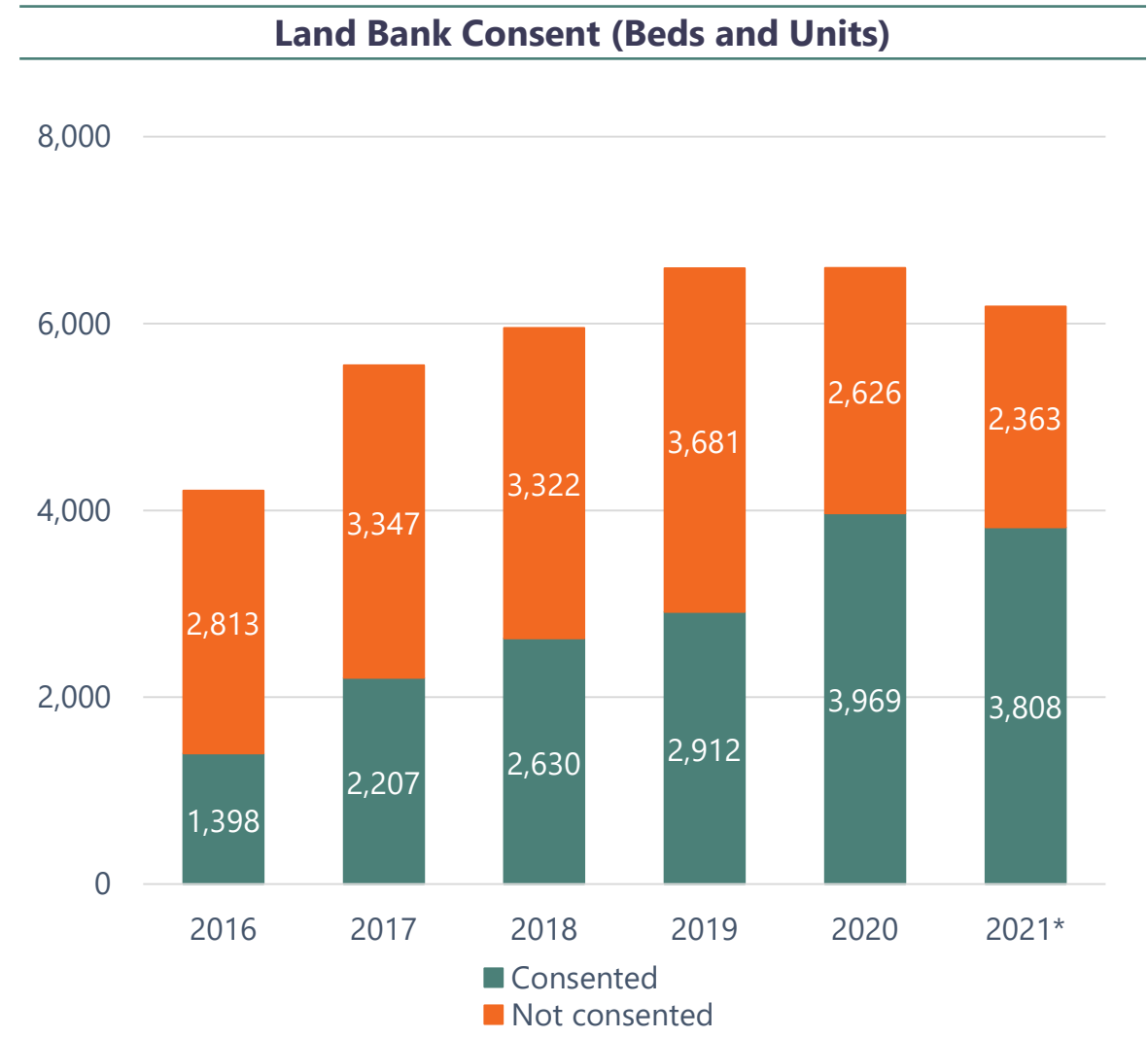


Final
stages



Land bank of 6,171 beds and units

- Ryman's land bank consists of undeveloped land on both existing and new village sites
- Local councils issue the required building consents to permit the development of new villages
- Land bank at existing village sites represents opportunities to expand the village to meet local demand and enhance residents' experiences
- Ryman's current land bank supports around four years of its targeted medium-term build rate of 1,600 beds and units per year



* 2021 data as at 30 September 2020. All other data as at 31 March.



Murray Halberg



Linda Jones



Nellie Melba



William Sanders



James Wattie



Highton



Miriam Corban



John Flynn



Ocean Grove



Hobsonville



Aberfeldie



Riccarton



Our corporate citizenship

- Our commitment to be a good corporate citizen focuses on doing the right things for our residents and their families, staff, the broader community and stakeholders
- We believe it is a privilege to care for our elderly and share in their life story. We are committed to continued innovation in the way we care for our residents – from the sustainable design and construction of our villages ([11 principles of sustainable design](#)) through to improving the health and wellbeing of our residents ([Ryman Prize](#), [Medications Advisory Committee](#))
- We have a strong culture anchored in providing care that has got to be “good enough for Mum and Dad”
- Health, safety & wellness is a top priority and we are dedicated to the ongoing betterment of the health, safety and general wellness of our employees, residents and broader Ryman family
- Experienced leadership team with a long-term focus and high ethical standards
- We build warm, energy-efficient homes and communities specifically designed for the needs of older people, freeing up homes in the broader community for families to live in
- We’re building critical aged care infrastructure that is otherwise not being built alleviating pressure on the public healthcare system
- We’re committed to a journey of reducing greenhouse gas emissions, waste minimisation and conserving water resources ([Ryman Healthcare sustainability framework](#), member of [Toitū carbonreduce programme](#) since 2017)
- Sustainability leadership group established in 2018 with the aim of bringing a co-ordinated approach to the way Ryman approaches sustainability
- Key to Ryman’s success is its people and culture. We are committed to the professional & personal development of our team members and ensuring all staff are treated fairly and equally with respect and kindness, regardless of their gender or heritage
- Supporter of local communities, national charities and organisations through sponsorship and volunteering

Funding and security structure

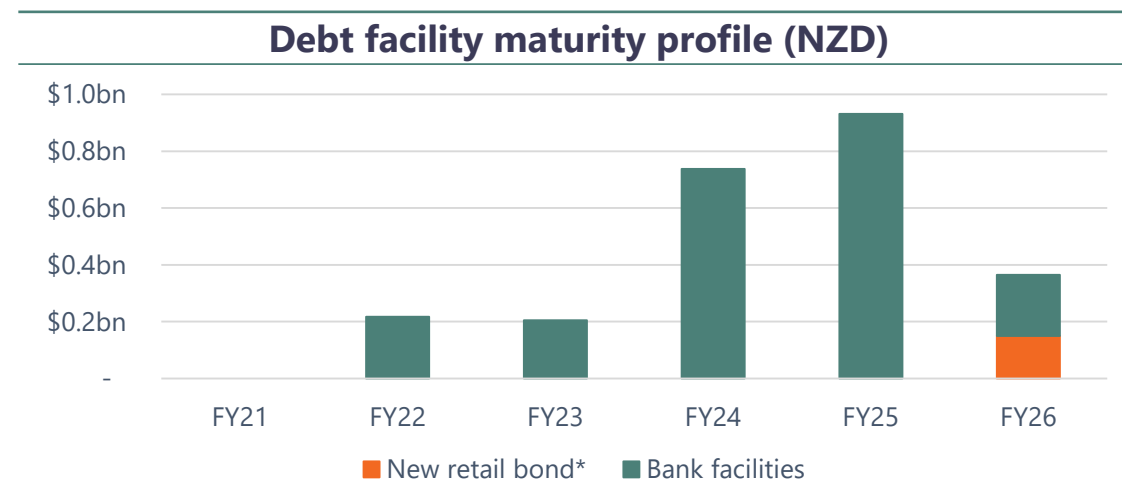
Bert Sutcliffe,
Auckland

Purpose of debt

- Debt is primarily used to develop Ryman villages
- The Ryman Group's principal use of debt is to facilitate the acquisition of land for development, the development and construction of Villages, and to manage the timing of Unit sales to Residents for developed and existing Villages
- The debt is working capital debt with the proceeds from the first time sale of Units used to repay debt
- Debt fluctuates depending on the level of land acquisition and development activities
- The purpose of the Offer is to provide diversification of funding sources and tenor. The proceeds from the proposed bond issue will be used to repay a portion of Ryman's existing bank debt. This will provide Ryman with additional headroom under its Bank Facility Agreement to drawdown further amounts as required

As at 30 September 2020 – excluding bond issuance	
Net drawn debt (\$m)	2,109.4
Facilities' limit (\$m)	2,309.6
Facilities' headroom (\$m)	200.2
Bank lenders	ANZ, Bank of China, BNZ/NAB, CBA, ICBCNZ, MUFG and Westpac

As documented in the Group's facility agreement the Group has a right to off-set cash balances held against bank debt. Net drawn debt is total secured bank loans net of cash held at 30 September 2020.



* Assumes the issuance of a 6 year \$150m retail bond
AUD debt converted to NZD using the exchange rate as at 30 September 2020

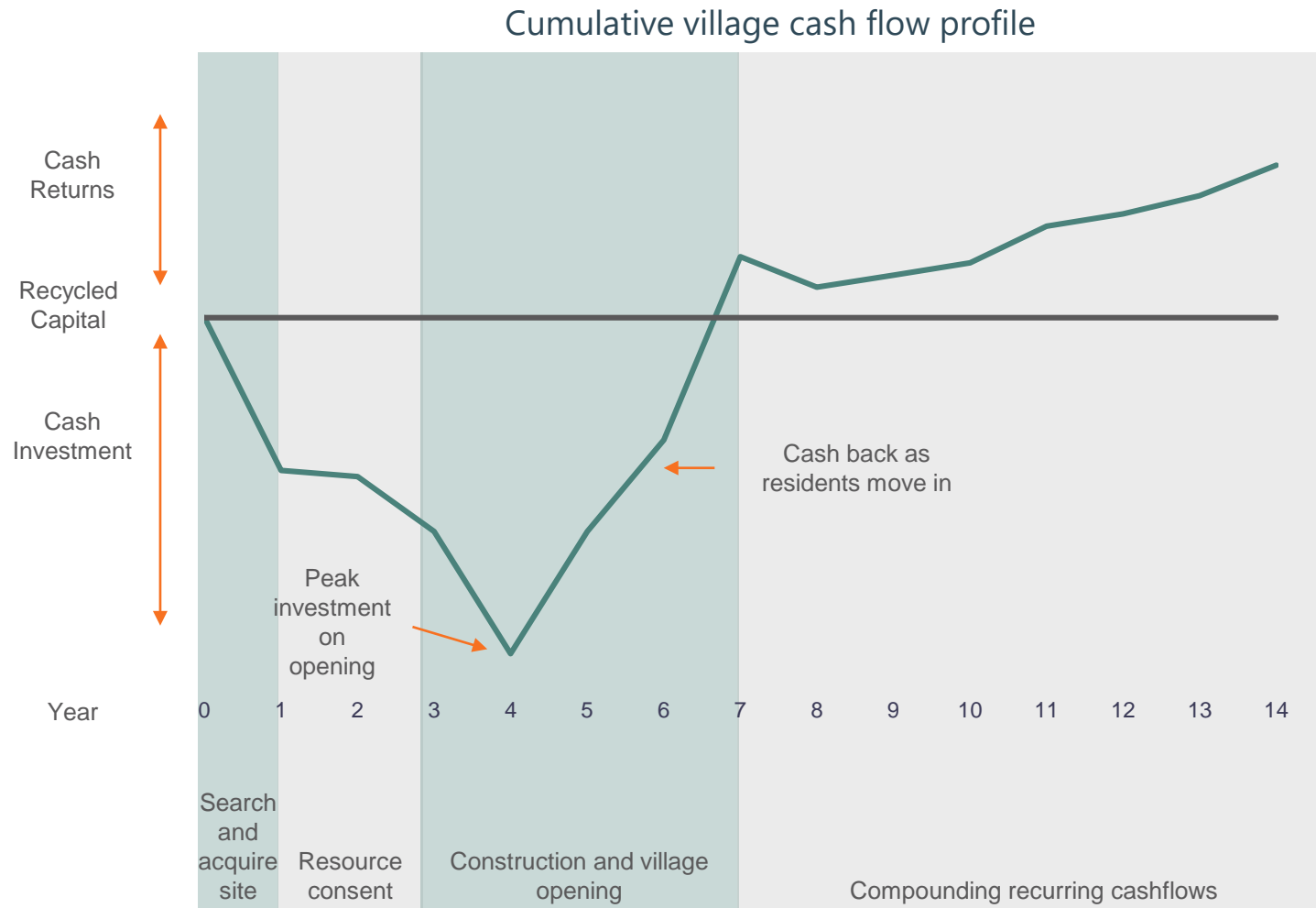
Additional funding

As at 24 November 2020, the limit of the facilities available under the Bank Facility Agreement is \$2,395m. To further diversify sources and tenor of debt funding, Ryman is investigating a number of additional debt funding options, including an issue of USPP notes and other arrangements with institutional lenders. These transactions may be completed relatively soon after the date of this PDS.

While details of such funding arrangements have not been confirmed as at the date of this PDS:

- as the proceeds of such funding are intended to be solely used to repay a portion of Ryman's existing bank debt, it is not expected that such additional funding will itself result in an increase in Ryman's total liabilities; and
- it is expected that the providers of such debt funding will be Beneficiaries entitled to the benefit of the Security under the Security Trust Deed (and will rank equally for repayment with the Bonds).

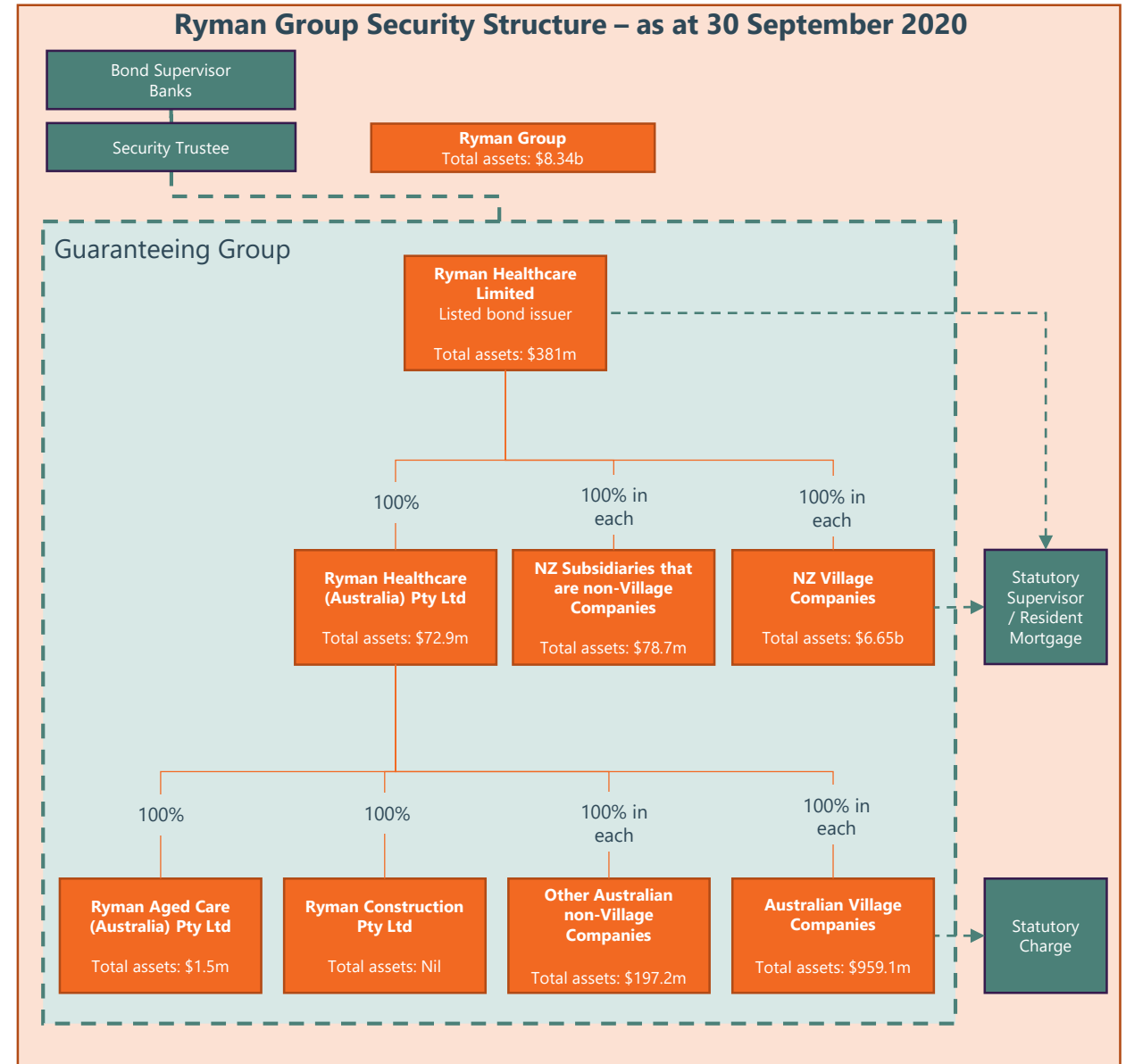
Capital recycling



- Optimally, cash flow generated from the sale of Occupation Agreements for its independent units and serviced apartments supports the development of the entire village including the communal and aged care facilities
- Refundable Accommodation Deposits provide an additional source of capital

Security structure

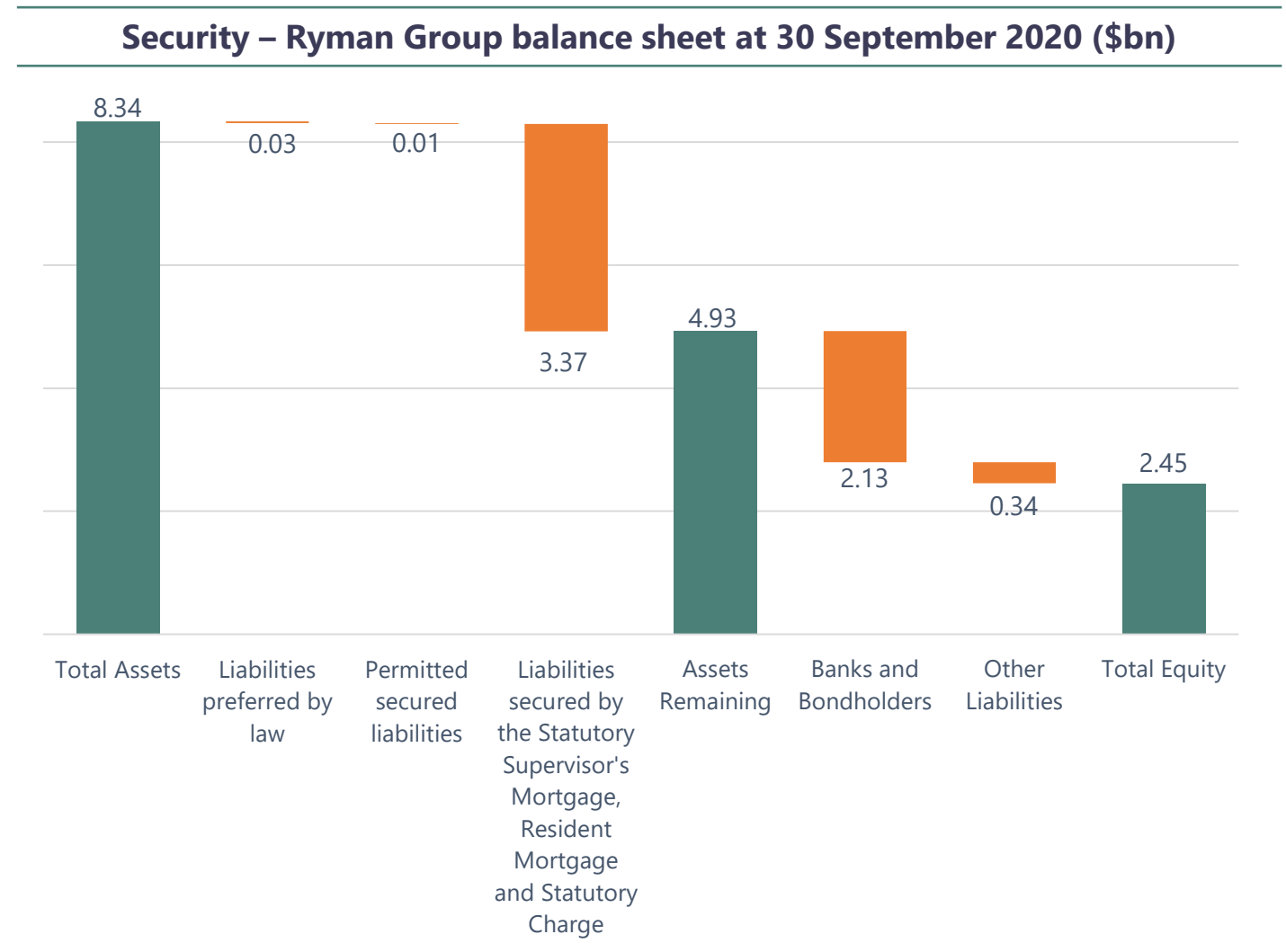
- Ryman ultimately owns all the companies within the Ryman Group, including each Village Company
- Ryman is listed on the NZX and is the issuer of the Bonds
- The Ryman Group provides general security over all its assets in favour of the Security Trustee (subject to the security sharing arrangements with the Statutory Supervisor)



Note: Assets of each entity/category exclude shares held by that entity/category in subsidiaries of that entity/category and intercompany loan balances within the Guaranteeing Group. Also, further details of the securities held by the Security Trustee and their ranking is contained on slides 24 to 26.

Assets of \$4.93bn available as security at 30 September 2020

- Total assets as at 30 September 2020 of \$8.34bn
- Assets of \$4.93bn after deducting amounts payable to Residents, supporting liabilities secured by the Security of approximately \$2.13bn
- New Zealand Permanent Trustees Limited is the Security Trustee
- Public Trust is the Bond Supervisor



* Assuming \$150 million of Bonds are issued under the Offer, which will be applied towards repaying an equivalent portion of bank debt. Figures included in the chart above are rounded to two decimal places.

Security

- The Bondholders will share the benefit of the same security package as Ryman's banks and any other debt funding providers who become Beneficiaries under the Security Trust Deed on a pro rata basis. This security is held by the Security Trustee.
- The Securities held by the Security Trustee are:
 1. first ranking registered mortgages over:
 - a. all land and buildings owned by NZ Guarantors that are not NZ Village Companies. This includes bare land and land that is under development and not yet used for operational retirement villages;
 - b. any land and buildings owned by NZ Guarantors that are NZ Village Companies which are on separate legal titles to any land allocated for Units. This generally includes hospital facilities, Community Facilities and care centres (but only if that care centre does not contain any Care Suites);
 2. second ranking registered mortgages over the care centre of any NZ Village Company but only if that care centre includes any Care Suites; and
 3. general security interest over all the assets of Ryman and each Guarantor under the General Security Agreements.
- No registered mortgages are held in respect of any Australian Guarantor. However, the Security Trustee has an unregistered security interest in each Australian land holding Guarantor under the general security (which will rank behind the Statutory Charge).

Security (continued)

- Each NZ Village Company provides first ranking mortgages to the Statutory Supervisor over all land and buildings owned by that NZ Village Company containing Units and the land on which a care centre of any NZ Village Company is located where the care centre includes Care Suites.
- All proceeds of enforcement received under the Security Trustee's New Zealand GSA and/or the Security Trustee's Mortgages and the Statutory Supervisor's Mortgage are applied in accordance with the Security Sharing Deed and the Security Trust Deed.
- Under the Security Sharing Deed the Statutory Supervisor is entitled to the proceeds of enforcement in priority to the Security Trustee to the extent that the proceeds relate to a Unit, the land on which the Unit is located and/or land on which a care centre is located (but only where that care centre includes any Care Suites). The remaining enforcement proceeds will be shared between the Beneficiaries (including the Bondholders) on a pro rata basis.
- Each Resident of an Australian Village Company has the benefit of a Statutory Charge over the land of the relevant Australian Village Company to secure that company's obligation to repay the Australian Resident Loan paid by a Resident. This charge ranks ahead of the security interest held by the Security Trustee over the assets of the Australian Village Company.

Occupation Agreement and Resident protection

New Zealand

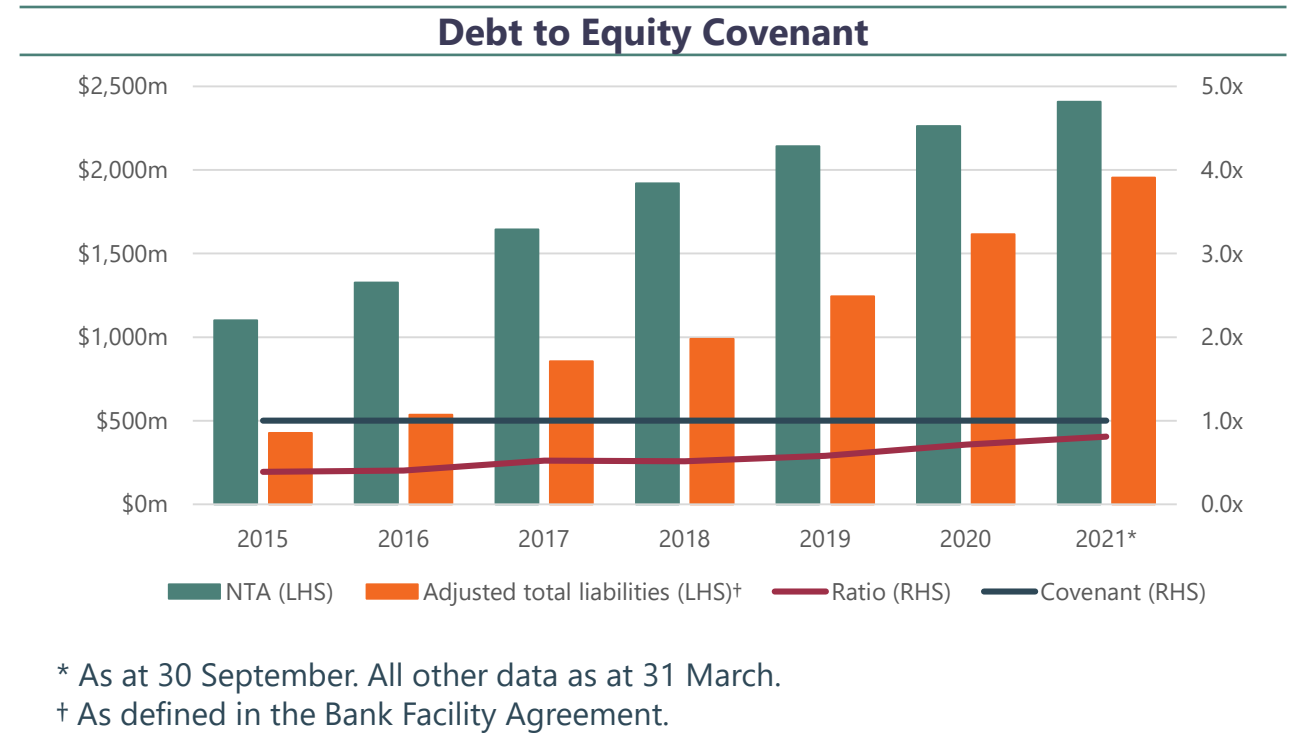
- Resident rights are protected in New Zealand by a statutory supervisor. Residents acquire occupation rights under an Occupation Agreement by providing a repayable, interest free loan
- Residents' loans have no set term, are generally repayable on resale of an Occupation Agreement (using proceeds received from the new Resident), and are non-interest bearing
- The rights of the Resident under an Occupation Agreement are protected by the Statutory Supervisor
- If a Village Company had financial problems the Residents' right to continue to occupy their Unit is protected, and the Residents' right to receive their repayment sum on receipt of funds from a new Resident is protected

Victoria

- There is no statutory supervisor regime in Victoria
- The rights of Residents in an Australian Village Company are protected by a Statutory Charge over the land of the relevant Australian Village Company to secure repayment of the refundable component of the Resident's Australian Resident Loan under the Australian RV Act. If Ryman fails to pay amounts owing to Residents after they have obtained judgment against Ryman, the Statutory Charge can be enforced by the Residents on application to the Supreme Court
- The relevant Australian Village Company is obliged to repay an Australian Resident Loan (less any applicable deductions) within six months after the Resident permanently vacating their Unit, noting the relevant Australian Village Company is obliged to repay earlier if the unit is sold and settled within the 6 month period.

Debt to Equity Covenant

- Covenant is aligned to the bank facility covenant
- Under this covenant: the ratio of Total Liabilities of the Ryman Group (after deducting the total value of Resident Occupancy Advances, Australian Resident Loans and Accommodation Bonds owing or held by the Ryman Group) to Net Tangible Assets of the Ryman Group must be no greater than 1.0:1.0
- If there is a breach of this covenant, Ryman must, within 6 months of the date of a 6 monthly compliance report being delivered specifying that breach (or the date on which it should have been delivered, if earlier), remedy the breach or (if not remedied within 6 months) give notice to the Bond Supervisor within 20 Business Days after such date of its plan to remedy the breach
- If the breach is not remedied within 6 months of the date of that notice (or the date on which it should have been delivered, if earlier), an Event of Default will occur
- Ryman is compliant with this covenant



- The Bond Supervisor does not have the benefit of a distribution stopper for a breach of the Debt to Equity Covenant unless that breach becomes an Event of Default. But, under the Bank Facility Agreement Ryman is not permitted to make a distribution if an Event of Default occurs from a breach of the equivalent covenant in the Bank Facility Agreement (unless the lenders under the Bank Facility Agreement waive their rights)

Guaranteeing Group Coverage covenant

- Covenant is aligned to the bank facility covenant
- Under this covenant: the Total Tangible Assets and Adjusted EBIT of the Guaranteeing Group must represent not less than 90% of the Total Tangible Assets and Adjusted EBIT of the Ryman Group taken as a whole
- Currently the Guaranteeing Group comprises 100% of the Ryman Group
- A breach of this covenant is an Event of Default if: (1) it is not remedied within 30 days after Ryman becoming aware of the breach; and (2) the default is, or is likely to be (in the reasonable opinion of the Bond Supervisor) materially prejudicial to Bondholders
- Ryman is compliant with this covenant

Financial covenants may change

Under the Trust Deed these financial covenants are subject to change but only where the equivalent covenant in the Bank Facility Agreement is changed and Ryman has certified to the Bond Supervisor that the change is more favourable to the Bondholders (if it applied to the Bondholders) than the relevant financial covenant.

Financial performance



Bruce McLaren,
Auckland

Historical annual financial performance (31 March)

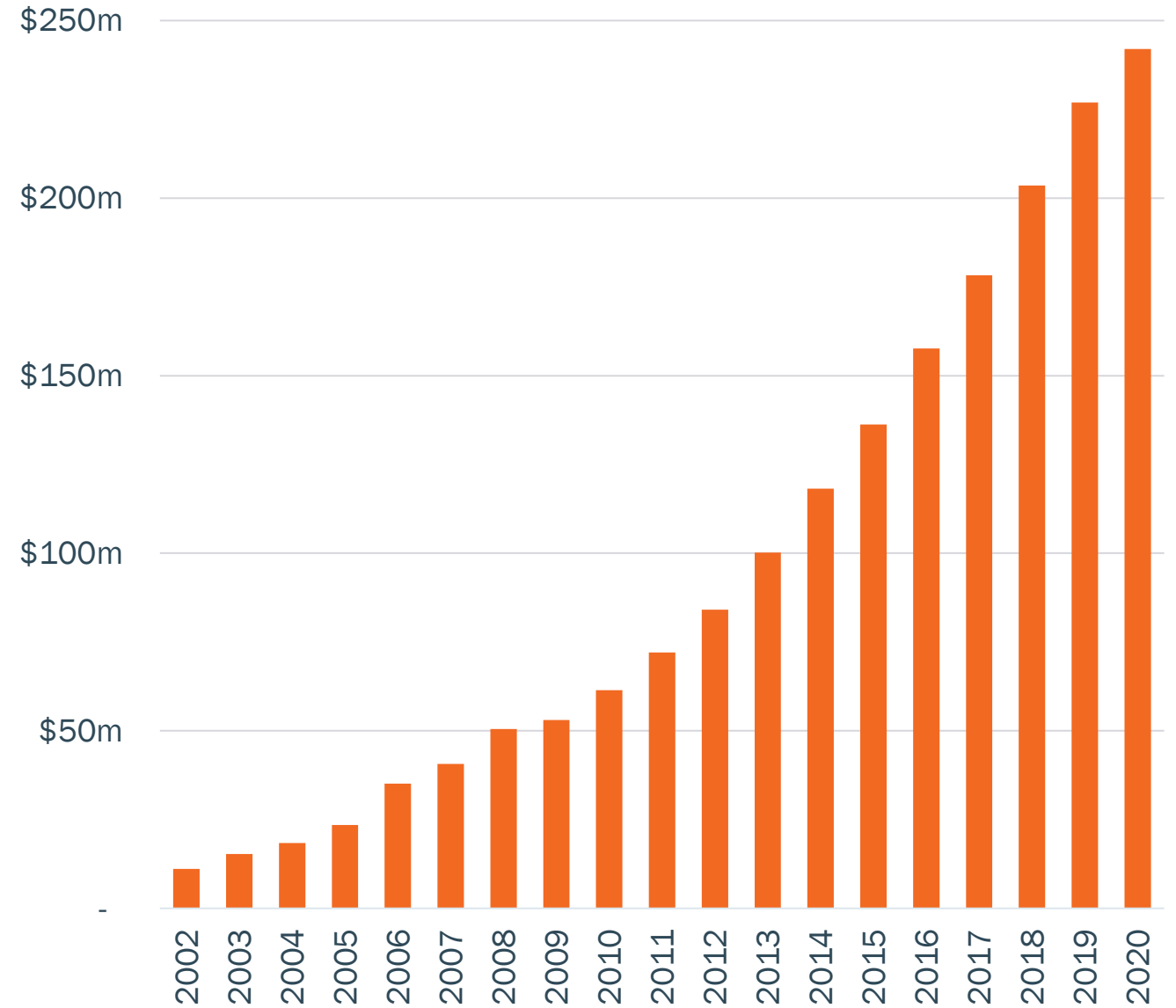
- Underlying profit increased from \$136.3m in 2015 to \$242.0m in 2020
- Similarly, net operating cash flows increased at a CAGR of 14.0% since 2015, from \$234.0m to \$449.8m in 2020
- Total assets increased from \$3.3bn to \$7.7bn during this period

Year ended 31 March		2015	2016	2017	2018	2019	2020
Revenue	\$m	227.1	261.1	289.2	342.5	382.3	423.9
Underlying profit (non-GAAP)	\$m	136.3	157.7	178.3	203.5	227.0	242.0
Reported net profit after tax	\$m	241.9	305.4	356.7	388.2	326.0	264.7
Net operating cash flows	\$m	234.0	315.5	322.8	349.3	401.4	449.8
Total assets	\$m	3,312.1	3,973.5	4,944.8	5,796.9	6,651.5	7,677.2
Total interest bearing debt	\$m	407.2	544.9	837.5	1,060.5	1,324.0	1,741.6
Net assets	\$m	1,101.3	1,327.5	1,652.1	1,940.5	2,170.1	2,301.0
Interest-bearing debt to interest bearing debt plus equity ratio	%	27%	29%	34%	35%	38%	43%

Underlying profit is a non-GAAP (Generally Accepted Accounting Principles) measure and differs from NZ IFRS profit for the period. Underlying profit does not have a standardised meaning prescribed by GAAP and so may not be comparable to similar financial information presented by other entities. The Ryman Group uses underlying profit, with other measures, to measure performance. Underlying profit is a measure that the Ryman Group uses consistently across reporting periods.

Underlying profit excludes deferred taxation, taxation expense, and unrealised gains on investment properties because these items do not reflect the trading performance of the Ryman Group. Underlying profit is used as the basis for determining the dividend pay-out to shareholders.

Historical annual underlying profit growth

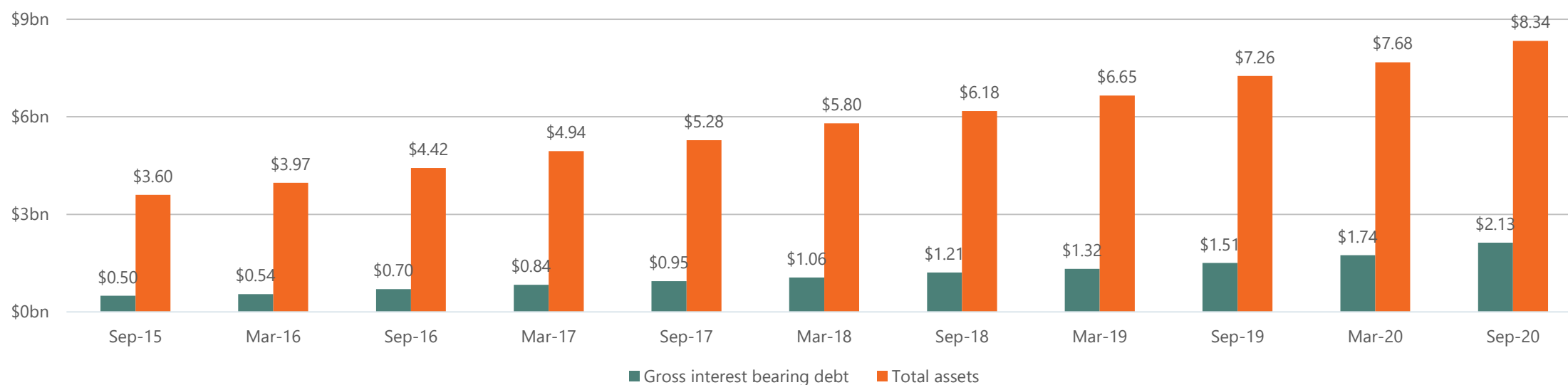


Capital management

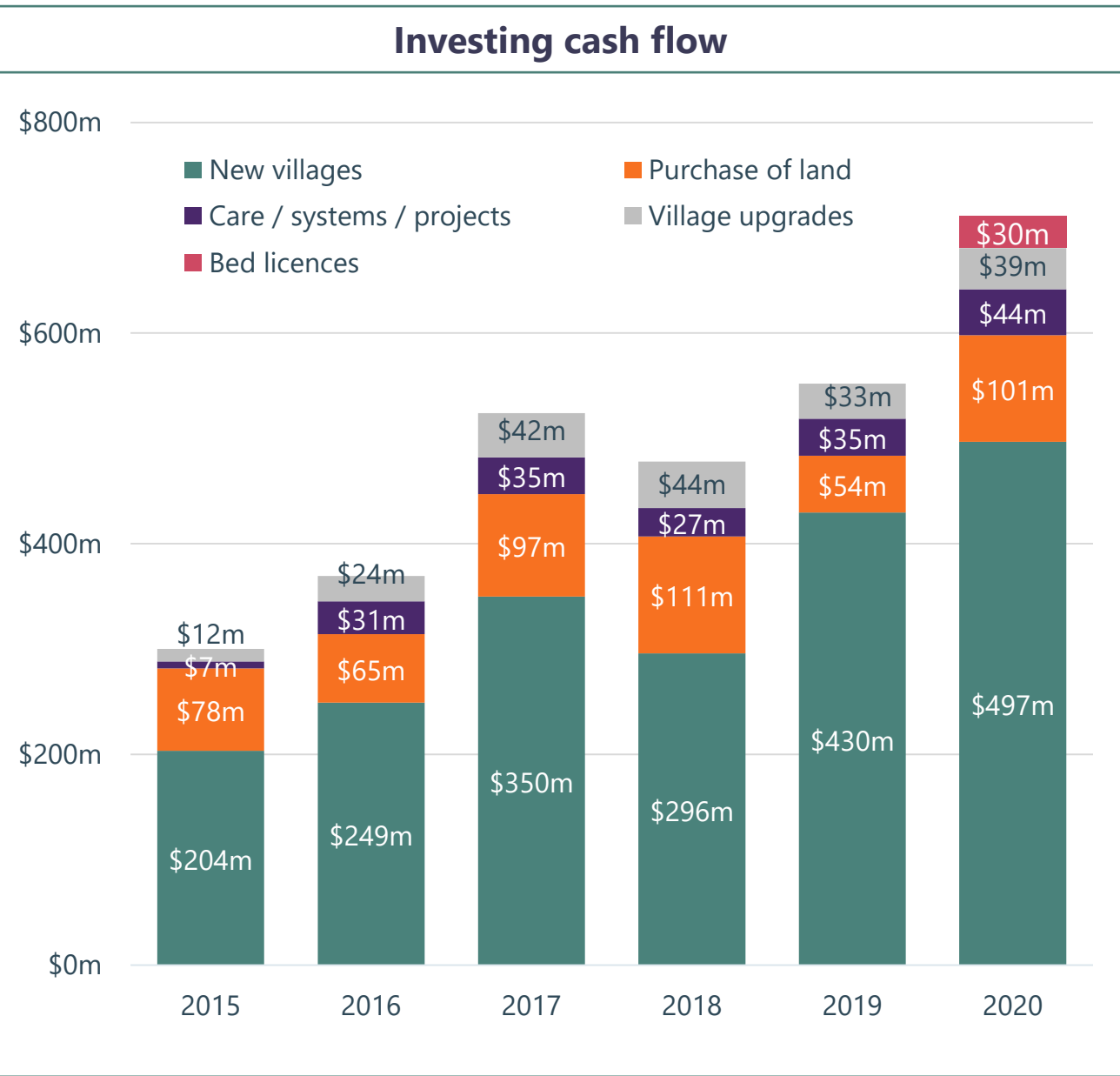
Gearing (\$m)	30 Sept 2020	31 March 2020	31 March 2019
Interest bearing debt	\$2,130	\$1,742	\$1,324
Net assets	\$2,454	\$2,301	\$2,170
Total assets	\$8,337	\$7,677	\$6,651
Interest bearing debt / (Interest bearing debt + equity)	46.5%	43.1%	37.9%
Interest bearing debt /total assets	25.6%	22.7%	19.9%

- At 30 September 2020, Ryman's assets totalled \$8.34bn with interest bearing debt of \$2.13bn, representing a gearing level of 25.6%
- Interest bearing debt / (interest bearing debt + equity) was 46.5% at 30 September 2020

Total assets & interest bearing debt



Annual investing cash flow



Offer terms and timetable



Key terms of the offer

Issuer	Ryman Healthcare Limited
Description	The Bonds are fixed rate, secured, unsubordinated bonds
Guarantee	Payments on the Bonds are guaranteed by each Subsidiary of Ryman (including the Village Companies) under a cross guarantee in the Security Trust Deed
Security	Bondholders have the benefit of the same security package as Ryman's bank lenders and any other debt funding providers who become Beneficiaries under the Security Trust Deed
Term and maturity date	6 years, maturing 18 December 2026
Offer amount	Up to \$100 million plus oversubscriptions of up to \$50 million at the sole discretion of Ryman
Interest rate	Sum of the Issue Margin and the Swap Rate, but in any case will be no less than the minimum Interest Rate. The Interest Rate will be announced by the Issuer via NZX on or shortly after the Interest Rate Set Date
Interest payment	Interest will be paid quarterly in arrear in equal amounts on 18 March, 18 June, 18 September and 18 December (or if that day is not a Business Day, the next Business Day) of each year up to and including the Maturity Date The first Interest Payment Date will be 18 March 2021
Purpose	The purpose of the offer is to provide diversification of funding sources and tenor for Ryman
Financial covenants	Bondholders have the benefit of the following covenants: <ul style="list-style-type: none"> • <i>Debt to Equity Covenant</i> - the ratio of Total Liabilities of the Ryman Group (after deducting the aggregate value of all Resident Occupancy Advances, Australian Resident Loans and Accommodation Bonds owing or held by the Ryman Group) to Net Tangible Assets of the Ryman Group is no greater than 1.0:1.0; and • <i>Guaranteeing Group Coverage Covenant</i> - the Total Tangible Assets and Adjusted EBIT of the Guaranteeing Group must represent not less than 90% of the Total Tangible Assets and Adjusted EBIT of the Ryman Group taken as a whole
Minimum application amount	\$5,000 and multiples of \$1,000 thereafter
Brokerage	0.50% brokerage plus 0.50% on firm allocations paid by Ryman
Credit rating	Not rated
Early redemption	Neither Bondholders nor Ryman can redeem the Bonds before the Maturity Date. However, Ryman may be required to repay the Bonds early if there is an Event of Default (as described in the PDS and the Master Trust Deed)
Listing	Application has been made to NZX to quote the Bonds on the NZX Debt Market under the ticker code RYM010

Key dates of the offer

Retail bond offer	Date
PDS lodgement date	Thursday, 26 November 2020
Opening date	Monday, 7 December 2020 The minimum Interest Rate and the Indicative Margin are expected to be announced on this date
Closing date	Thursday, 10 December 2020, 1pm
Interest Rate Set date	Thursday, 10 December 2020
Issue date and allotment date	Friday, 18 December 2020
Expected date of initial quotation and trading of the Bonds on the NZX Debt Market	Monday, 21 December 2020
Interest payment dates	18 March, 18 June, 18 September, 18 December in each year until Maturity Date
First interest payment date	18 March 2021
Maturity Date	18 December 2026

Key investment highlights

Experienced leadership team with a long-term focus and high ethical standards

Provide essential aged-care infrastructure with high barriers to entry

Strong demand supported by demographic shift to older population

Strong cash flow, financial performance and earnings growth

Sustained occupancy rates above industry average

Resilient through property market cycles



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Questions

Appendices



Board of directors



Dr David Kerr
MB CHB,
FRNZCGP
CHAIR

David joined Ryman's board in 1994 and has held the role of chair since 1999. A general practitioner, David is a fellow and past president of the New Zealand Medical Association and was awarded a Fellowship with Distinction by the Royal New Zealand College of General Practitioners. He is chair of Centercare Limited and a director of Forté Health.



Jo Appleyard
LLB (HONS)

Jo is a partner at Chapman Tripp. She is a skilled advocate and litigator specialising in commercial, employment, and resource management law. Jo was a member of the New Zealand Markets between 2011 and 2020.



Warren Bell
MCOM, FCA

Warren joined the board in 2011. He is an experienced public and private company director and was previously an audit partner. He is currently chair of Hallenstein Glasson and St George's Hospital, and is a director of several private companies.



George Savvides
AM, BE (HONS),
MBA, FAICD

George lives in Melbourne and has 20 years' experience in Australia's healthcare industry. After 14 years as managing director of Medibank, Australia's largest health insurer, he retired in 2016. George joined Ryman's board in 2013 and is chair of NextScience Limited and Special Broadcasting Service. He is also a Fellow of the Australian Institute of Directors. In 2020 he was made a Member of the Order of Australia.



Claire Higgins
BCOM, FCPA,
FAICD

Based in Victoria, Claire is a director and consultant with board experience in Australia and New Zealand. She joined Ryman's board in 2014 and is chair of REI Superannuation Pty Ltd, and holds director positions in the property, health, and philanthropic sectors. Claire is chair of the Audit and Financial Risk Committee and the Health, Safety and Wellbeing Committee.



Geoffrey Cumming
BA (HONS), MSC
(ECON), LLD

Geoff re-joined the board in June 2018, having previously served as a director from 1999 to 2000. He is a Canada-based New Zealand citizen who is an economist, investor, and philanthropist. He has more than 30 years' experience as a chief executive and as a company director, having served on more than 25 corporate boards in a wide range of countries and industries.



Anthony Leighs
NZCB

Anthony is managing director of Leighs Construction, which he founded in 1995 and built into one of New Zealand's leading commercial construction contractors. He is a former chairman of the New Zealand Registered Master Builders' Association. Anthony joined the Ryman board in 2018.



Paula Jeffs
BA (Psych &
Media), Grad Dip
(IR), GAICD, CAHRI

Paula is a Melbourne-based human resources executive with experience across healthcare, finance and government sectors and deep expertise in workforce planning, organisational capability and executive coaching. In the early stages of her working life, Paula spent several years as a carer in the Aged and Disability sector.

Senior executive team



Gordon MacLeod
CHIEF EXECUTIVE

Gordon joined Ryman in 2007. He had previously been a corporate finance partner with PwC and finance director of a London listed hi-tech engineering company. Gordon has a Bachelor of Commerce degree and he is a Fellow of Chartered Accountants Australia and New Zealand. His association with Ryman dates back to 1994 when his Nana moved in to Margaret Stoddart Retirement Village in Christchurch.



David Bennett
CHIEF FINANCIAL
OFFICER

Dave joined Ryman in 2013 and was promoted to Chief Financial Officer in 2017. Dave is responsible for ensuring Ryman's strong financial performance. This includes building relationships with shareholders, the wider investment community and Ryman's banking partners. He is a board member of the New Zealand Retirement Villages Association. Dave has a Bachelor of Commerce degree and is a chartered accountant. Before joining Ryman, he worked as an accountant and auditor.



Jeremy Moore
CHIEF
DEVELOPMENT
OFFICER

Jeremy is an experienced property executive in the retirement sector. He has been a senior member of the Ryman development team since 2012 and was appointed Chief Development Officer in January 2020. He holds a Bachelor of Commerce and Management degree.



Cheyne Chalmers
CHIEF OPERATIONS
OFFICER

Cheyne joined Ryman in 2020. She has worked in senior roles in public health, including as Executive Director of Residential and Support Services, Chief Nursing and Midwifery Officer at Monash Health, Victoria, and has been influential at a state and national level. She is also an adjunct professor at Deakin University. Cheyne is a Registered Nurse and has built a successful career in New Zealand, including being the nurse lead on various significant healthcare initiatives



Mary-Anne Stone
ACTING CHIEF SALES
AND MARKETING
OFFICER

Mary-Anne has over 25 years' experience in the healthcare sector in roles ranging from village manager (with Ryman several years ago) to business development and general practice management. Mary-Anne has a Masters in Population Health focused on health systems for ageing populations and health equity. Mary-Anne re-joined Ryman in 2020.



Andrew Crerar
HEAD OF PEOPLE
AND CULTURE

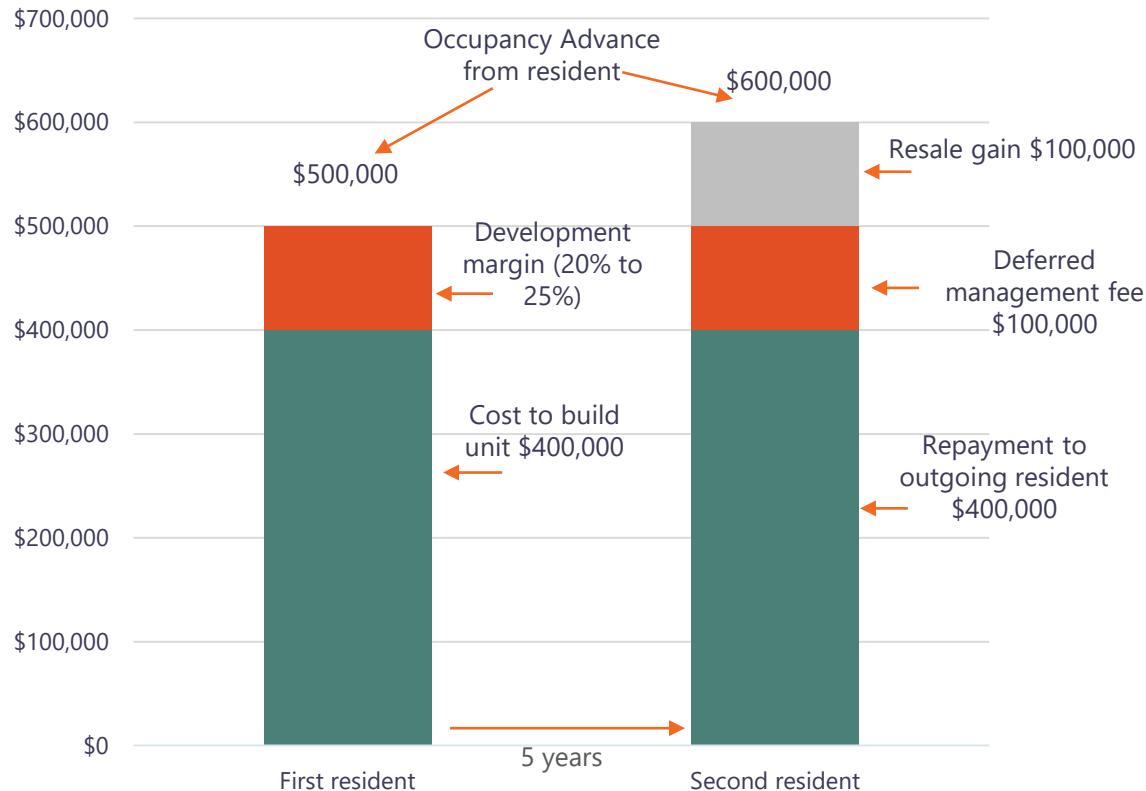
Andrew joined Ryman in early 2018 as People Development Manager. Before joining Ryman, Andrew completed a Masters of Economic Psychology and worked in the public health sector in the UK. He was promoted to Group People Development Manager in 2019 before moving into his current role in 2020.



Rick Davies
HEAD OF
TECHNOLOGY AND
INNOVATION

Rick joined Ryman in 2019. He has a Bachelor of Science degree and previously worked for nine years at Trade Me in a variety of senior leadership roles spanning digital product management, commercial management and running Trade Me's new goods marketplace business.

Retirement village model



The above graph is provided for illustration purposes on how Occupation Agreements typically work

Note: Retirement village model applies to independent units and assisted living units

Receive \$500,000 capital sum from first resident. Cost to build \$400,000, net cash gain (development margin) \$100,000

Receive \$600,000 from second resident, repay first resident \$400,000. Deferred management fee collected on repayment \$100,000 (20% of \$500,000) and resale gain is \$100,000 (\$600,000 less \$500,000 original occupancy advance).

- Residents enter an Occupation Agreement under which they are granted a right to occupy a Unit for the remainder of their life and a bundle of services
- In return the Resident pays an interest free Occupancy Advance, weekly fees and deferred management fees
- Generally, the outgoing Resident is repaid their Occupancy Advance, less the accrued deferred management fee, when a new Resident settles their Occupancy Advance (usually on the possession date)
- Units are typically priced below a standard residential dwelling in the surrounding area, allowing buyers to free up capital when they sell their home to purchase rights under an Occupation Agreement

Retirement village model cash flows

Single retirement village unit

Cash flows

When first built

Cost to build unit	-\$400,000
Receive capital sum from first resident	<u>+\$500,000</u>
Net cash gain	+\$100,000

When unit vacated (eg. after 5 years)

Repay capital sum to first resident	-\$400,000 ¹
Receive capital sum from second resident	<u>+\$600,000²</u>
Net cash gain	+\$200,000

1 Initial capital sum of \$500,000 less 20% deferred management fee (being 4% for 5 years for an independent unit)

2 Initial capital sum of \$500,000 plus 20% capital gain (at 4% for 5 years for an independent unit)

Glossary

Australian RV Act	The Retirement Villages Act 1986 (Vic)	Occupation Agreement	An occupation right agreement within the meaning of the NZ RV Act (for Villages in New Zealand) or a residence contract with the meaning of the Australian RV Act (for Villages in Australia)
Australian Resident Loan	Any incoming contribution and/or loan provided to the Ryman Group by a Resident of an Australian village	PDS	Product disclosure statement for the offer dated 26 November 2020
Australian Subsidiary	Any Subsidiary of Ryman incorporated in Australia	Resident Occupancy Advance	The aggregate amount of all moneys payable by the Ryman Group to a Resident on the termination of that Resident's Occupation Agreement in relation to that Resident's Unit or Care Suite pursuant to the NZ RV Act
Australian Village Company	Any Subsidiary which owns and operates a Village in Australia	Ryman	Ryman Healthcare Limited
Bank Facility Agreement	The syndicated facility agreement dated 13 October 2008 (as amended and restated from time to time) between (among others) Ryman and Ryman Healthcare (Australia) Pty Limited as borrowers, the Guarantors as obligors, and the Agent	Security Sharing Deed	Each deed between a NZ Village Company, the Security Trustee and the Statutory Supervisor, which sets out how the proceeds of the security held by the Statutory Supervisor and the Security Trustee are to be applied
Bonds	Offer of bonds described in the presentation	Security Trust Deed	The security trust deed dated 13 October 2018 between (among others) Ryman, the Guarantors and the Security Trustee (as amended from time to time)
Care Suite	A unit in a care centre operated by a NZ Village Company which has been designated as a care suite	Unit	Any independent unit or serviced unit at a Village
NZ RV Act	Retirement Villages Act 2003	Village	Any retirement village owned by a Group Member that: <ul style="list-style-type: none">▪ in New Zealand is registered as a retirement village under the NZ RV Act; and▪ in Australia is registered as a retirement village under the Australian RV Act
NZ Village Company	Any Subsidiary of Ryman that operates a Village in New Zealand		
Occupancy Advance	The loan payable by a Resident to the relevant Village Company under an Occupation Agreement, in exchange for the right to occupy a Unit or Care Suite (as applicable) for life		



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