

Retail Bond Presentation

Summerset Group Holdings Limited

12 May 2025

Joint Lead Managers



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Refer to Note 2 of the 2024 Financial Statements for a reconciliation of non-GAAP underlying profit to GAAP net profit after tax.

Agenda

- 01 Offer Highlights
- 02 Business Overview
- 03 Financial Performance
- 04 Funding and Security Structure
- 05 Offer Terms and Timetable
- 06 Questions
- 07 Appendix

Offer highlights

Bond offer further diversifies funding sources and provides tenor

- Total bank debt facilities of approximately \$1.9b and total retail bonds of \$575m before the offer
- Net debt of \$1.7b as at 31 December 2024
- The net proceeds of the 2025 bond offer will be used to repay a portion of existing drawn bank debt of the Summerset Group. Summerset then intends to use bank debt to fund the repayment of Summerset's SUM020 bonds maturing in September 2025. This offer will provide diversification of funding sources and tenor for the Summerset Group
- The existing bank debt facilities will remain in place providing funding headroom to continue our strong development growth

Retail bond offer	Details
Issuer	Summerset Group Holdings Limited (listed on the NZX and ASX)
Instrument	Fixed rate, guaranteed, secured, unsubordinated bonds (Bonds)
Guarantee and Security	Provided by the Issuer and each of the other Guarantors Equal ranking with Summerset's bank lenders and existing bondholders
Offer Amount	Up to \$100m, with the ability to accept oversubscriptions of up to an additional \$50m at the Issuer's discretion
Tenor and Maturity Date	6 year Bonds, maturing Friday 23 May 2031
Credit Rating	The Bonds will not be rated
Quotation	Application to quote the Bonds on the NZX Debt Market (NZDX) has been made
Joint Lead Managers	ANZ, CBA, Craigs Investment Partners, Forsyth Barr

Business Overview

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Investment highlights

- 1 **Compelling fundamentals** in the retirement village and aged care sector, driven by an ageing population and increasing market penetration
- 2 **Well positioned for growth** with largest New Zealand land bank for a retirement village operator and a successful track record of delivering new retirement units and care beds
- 3 **Australia is a substantial opportunity** to replicate the growth and success in New Zealand with capacity to build over 2,100 units across seven Australian villages
- 4 **Strong corporate governance and experienced management team** with a track record of over 27 years of consistent delivery of operational and development capability
- 5 **Strong balance sheet** with total assets of \$8.1b at FY24
- 6 **Funding is primarily used as working capital** to fund developments through their lifecycle, with debt recycled out of villages into new developments as they are built and sold down



Summerset snapshot

Diversified portfolio and land bank throughout New Zealand and Australia



Our capital

\$2.6b

Market capitalisation¹



Our portfolio

6,671

Retirement units in portfolio²



Our care

1,299

Care units in portfolio³



Our people

8,700+

Residents

Dual Listed

NZX since 2011 /
ASX since 2013

6,147

Retirement units in land bank

1,396

Care units in land bank

3,000+

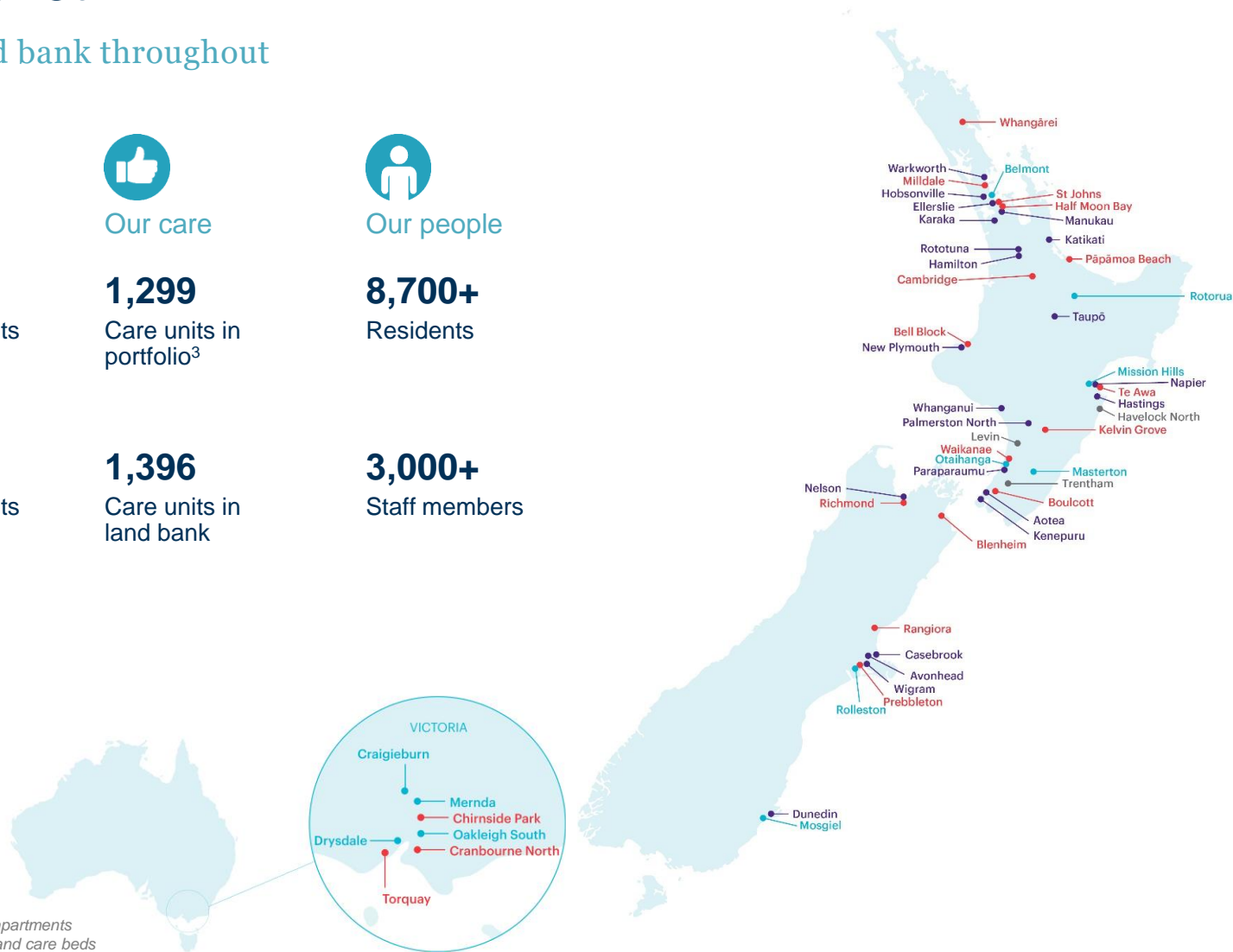
Staff members

36.4%

Gearing⁴

\$8.1b

Total assets



1. Market capitalisation as at 30 April 2025

2. Retirement units includes villas, apartments and serviced apartments

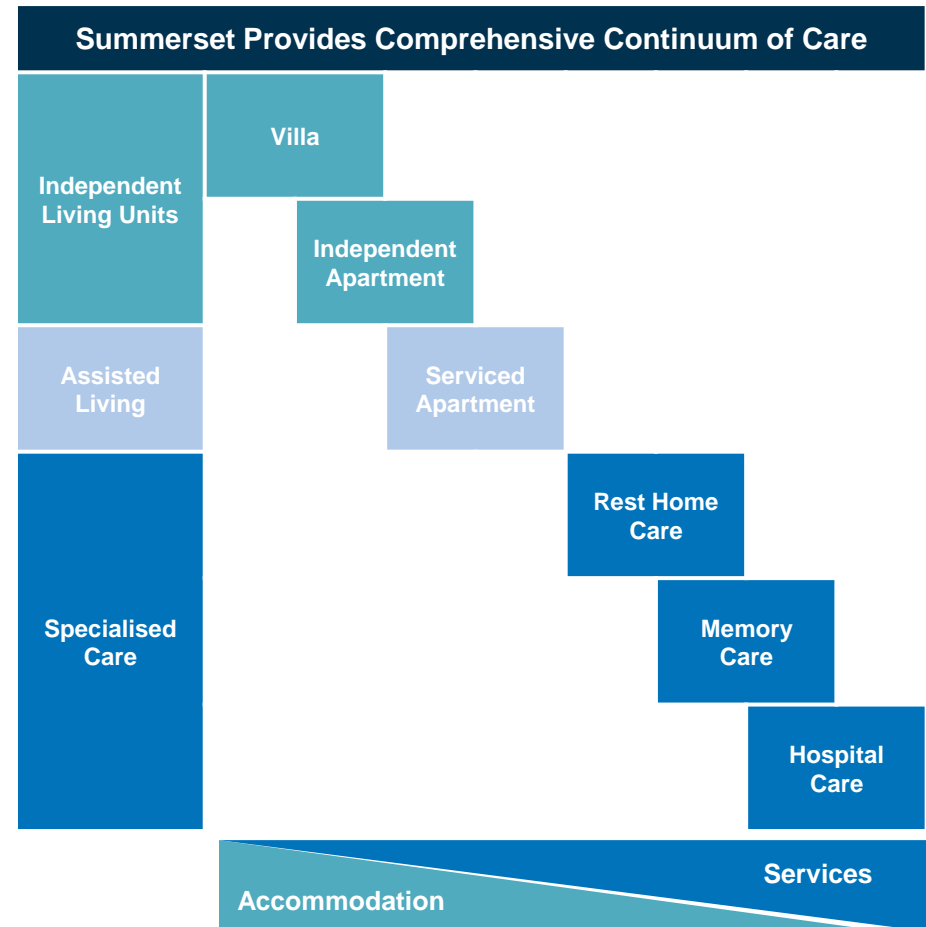
3. Care units includes memory care apartments, care suites and care beds

4. The gearing ratio calculation (net debt / net debt plus book equity) differs from Summerset Group's bank and bond LVR covenant (total debt of the Summerset Group / Property Value of the Summerset Group)

Summerset background

Continuum of care continues to offer a compelling proposition to our residents

- Continuum of care provides peace of mind for our residents as they will be cared for when their health needs change in the future
- Alignment of quality care and facilities across all our villages with a focus on quality not scale
- Memory care centres and support throughout our villages aligned with our dementia strategy
- Offering care attracts older residents to our independent living units, with current average entry age 78.9 years
- In New Zealand, Summerset's aged care offering is focused on providing care for its own retirement village residents to age in one place – and as such has a lower proportion of aged care than its New Zealand peers (who typically also provide aged care to the wider community)
- The continuum of care model is less common in Australia and provides a competitive advantage when entering this market. New residents are conscious of their future care needs and consider this when choosing retirement villages



Large and geographically diverse landbank provides flexibility

Summerset is the second largest and fastest growing operator in the New Zealand retirement sector

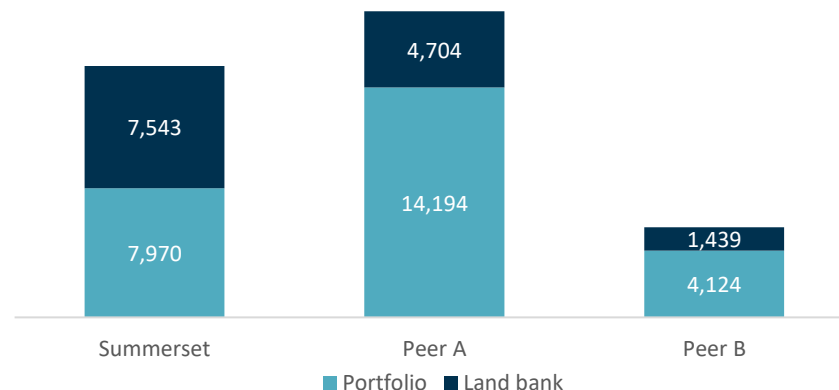
- Sufficient land bank to build an additional 7,543 new units in New Zealand and Australia, including 6,147 retirement units¹ and 1,396 care units², provides capacity for further delivery growth
- A large and geographically diverse land bank allows delivery over a greater number of sites, providing flexibility to capitalise on positive market opportunities
- Diversified New Zealand development portfolio with 15 villages under construction across 10 regions. An additional seven sites have been acquired with construction yet to begin
- Seven sites across Victoria, Australia. Construction underway at Cranbourne North, Chirnside Park and Torquay. Construction yet to begin at Craigieburn, Drysdale, Mernda and Oakleigh South
- Secured “approved provider” status from the Department of Health in Australia to deliver residential aged care and home care services

1. Retirement units include villas, apartments and serviced apartments

2. Care units include memory care apartments, care suites and care beds

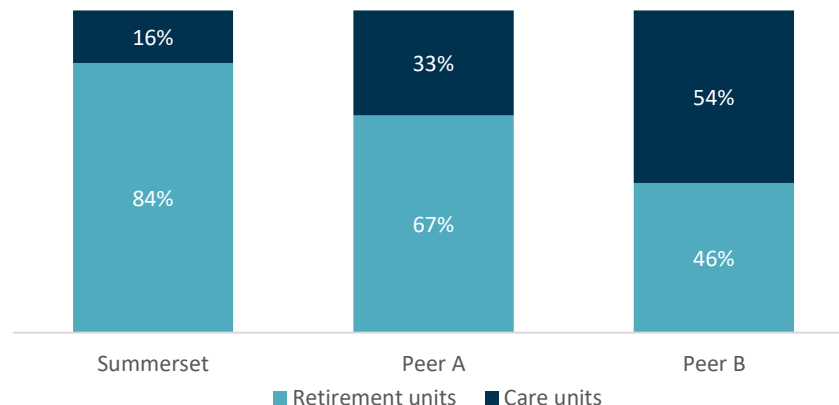
Total portfolio by main operator (units)

Summerset has the second largest existing portfolio and the largest land bank of New Zealand listed peers



Portfolio weighting by main operator

Summerset has the lowest weighting towards aged care of New Zealand listed peers


















Operational overview

A design, build, own, operate model. Cash flows are generated from three key sources

	Operations	Cash flows
1. Aged care services	Provision of care in serviced apartments, memory care apartments, rest home and hospital facilities <ul style="list-style-type: none"> ■ Provide a high standard of quality aged care services 	<ul style="list-style-type: none"> ■ Rest home, hospital and memory care fees ■ Stable cash flows ■ Includes Government funding for specified contracted services
2. Asset management	Daily operation of integrated retirement and aged care communities <ul style="list-style-type: none"> ■ Manage a portfolio of retirement village and aged care assets ■ Manage ongoing sales of Occupation Rights ■ Refurbish periodically to maintain economic value 	<ul style="list-style-type: none"> ■ Deferred Management Fees (DMF) – primary source of income for established villages ■ Gains on resale of Occupation Rights ■ Weekly resident levies and village service fees – stable cash flows, contribute to operational costs
3. Retirement village development	Design and construction of integrated retirement and aged care communities <ul style="list-style-type: none"> ■ Cost efficient quality construction of villages specifically designed for older residents ■ Build villages that integrate into the local environment, providing residents with warm, welcome and vibrant communities 	<ul style="list-style-type: none"> ■ Occupation Right sales ■ Development margin

Our sustainability framework and targets

Our vision is to develop villages responsibly, creating a sustainable future for all

STRATEGIC GOALS	 <div>Reduce our impact on the planet through efficiency and innovation</div>	 <div>Contribute to the economic prosperity of New Zealand and Australia</div>	 <div>Create caring communities for our residents and employees</div>
OUR FOCUS AREAS	<ul style="list-style-type: none">• Reduce carbon footprint• Reduce landfill waste• Energy efficiency• Measure water take• Sustainable design and construction practices• Embrace technology including solar	<ul style="list-style-type: none">• Adapt to economic conditions• Fulfil sustainability-linked lending criteria• Provide a secure and sustainable business for shareholders• Fulfil governance and compliance obligations	<ul style="list-style-type: none">• Act ethically and responsibly• Support local communities• Provide a safe workplace• Staff wellbeing• Diversity and inclusion• Grow stakeholder understanding of sustainability
OUR TARGETS	<p>5 year – Short term carbon target: Reduce Scope 1 and 2 emissions intensity by 49% per sqm by 2028 from an FY22 baseline</p> <p>10+ year – Long term carbon target: Reduce emissions intensity per sqm by 62% by 2032</p> <p>15+ year – Carbon net zero by 2050</p>	<p>Sustainability Linked Loans:</p> <ol style="list-style-type: none">1. Ongoing dementia certification and increase dementia beds2. 5% year-on-year reduction in carbon intensity per sqm scopes 1, 2, 3 net full value chain3. Diversion of construction waste from landfill (selected scopes)	<p>Scope 3 target: 70% of Summerset’s suppliers, by emissions, will have science-based targets by 2028</p>
SUSTAINABLE DEVELOPMENT GOALS	<div></div>	<div></div>	<div></div>

Our affiliates



CLIMATE LEADERS COALITION
ON A MISSION TO REDUCE EMISSIONS IN NEW ZEALAND



Our product



Summerset Cranbourne North (Melbourne)



Summerset Half Moon Bay (Auckland)



Summerset St Johns (Auckland)



Summerset by the Dunes (Pāpāmoa Beach, Tauranga)

Our product



Summerset Palms (Te Awa, Napier)



Summerset Boulcott (Lower Hutt)



Summerset Richmond Ranges (Tasman District)



Summerset Prebbleton (Selwyn District)

Financial Performance

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1Q25 sales update

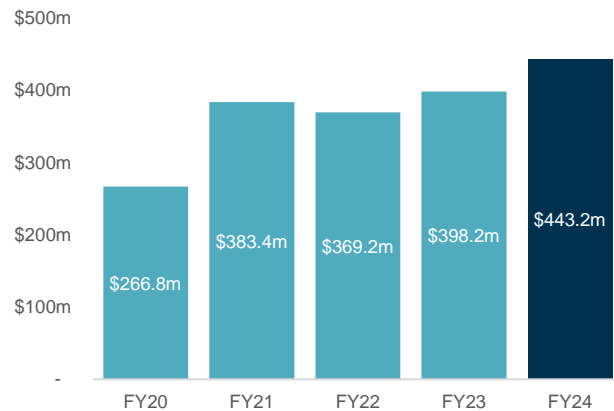
Market conditions stable with some early signs of improvement. Steady settlements across 1Q25

- Summerset achieved a 12% increase in settlement volumes from FY23 to FY24 despite a challenging operating environment across FY24
- Q1 2025 settlements of 290 (132 new sales, 158 resales) were 14% higher than Q1 2024, with resales increasing 31%, while new sales were down slightly year-on-year (-1.5%)
- Good balance of 1Q 2025 sales throughout NZ with 50% of sales coming from outside Auckland, Wellington and Christchurch
- Contracted stock rates are tracking favourably, with contracted new sales stock up 32% on the same time last year
- Summerset's level of incentive usage on a per settlement basis over 2H24 was lower than what we have historically seen on average over the last seven years
- We are seeing signs of more confidence in the market with lower interest rates and reports that property values are starting to rise, and increased ability to sell homes
- We continue to have a strong brand, high customer satisfaction, the lowest deferred management fee in the market and a clear proposition on weekly fees that is well understood by prospective residents
- As closing new sale stock reduces to levels seen at FY20 and FY21 we expect to release around \$200m in additional new sales receipts
- FY25 build rate guidance of 600 to 650 units to be sold under Occupation Right Agreements in New Zealand and 50 to 80 in Australia, a similar rate to FY24 and we will assess this in line with market conditions throughout the year

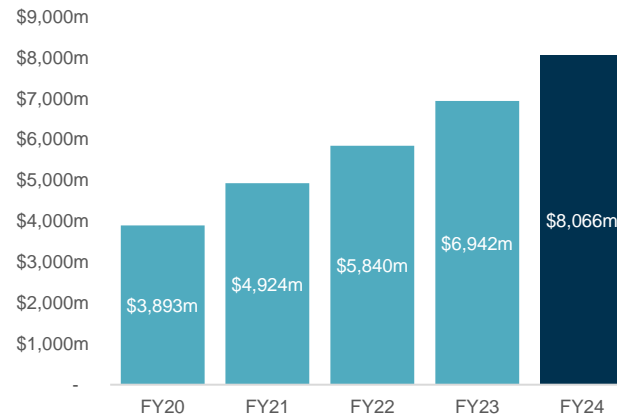
Summary financial metrics

Resilient balance sheet with consistent cash flows and profitability

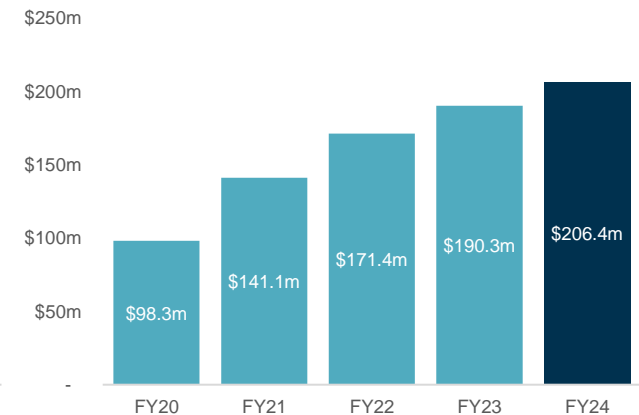
Net operating cash flows



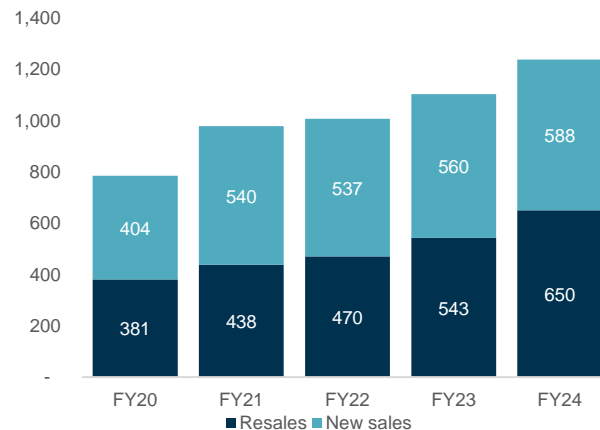
Total assets



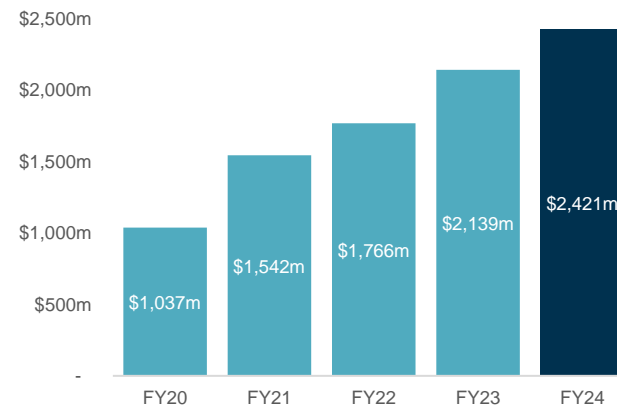
Underlying profit



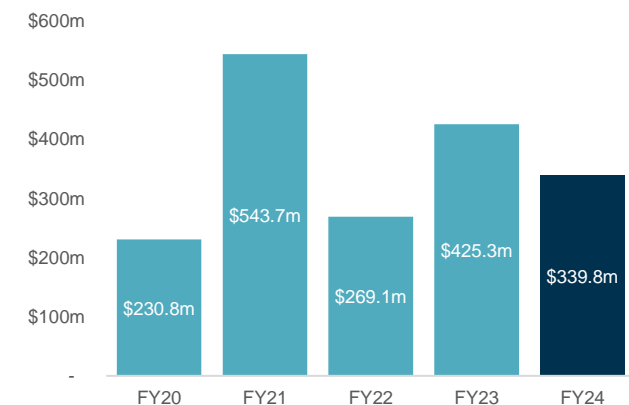
Total settlements of Occupation Rights



Retained earnings



IFRS NPAT



FY24 underlying profit

- Record underlying profit of \$206.4m, up 8% on FY23 with improved performance in both care and village operations
- Care EBITDA of \$2.7m, with more units sold under Occupation Right Agreements as our portfolio transitions away from traditional care beds
- Village EBITDA of \$193.2m, up 11% on FY23 with strong growth in village services, deferred management fees and realised gain on resales
- Head office expenditure of \$68.1m, broadly in line with FY23 - our review of operating expenses undertaken in 1H24 resulted in savings of approximately \$4.7m within corporate overheads (out of total savings of approximately \$10.0m)
- Realised development margin of \$118.4m, slightly down from the \$121.2m achieved in FY23, due to unit mix of settlements having a higher weighting towards care units

\$206.4m

Underlying profit ▲ 8%

\$133.4m

Annuity EBITDA ▲ 19%

NZ\$m	FY24	FY23	Variance	FY22
Care fees	131.4	109.6	20%	96.2
Deferred management fees	7.2	4.7	52%	3.3
Realised gain on resales	0.4	0.2	63%	0.6
Care operating expenses	(136.3)	(115.2)	18%	(100.5)
Care EBITDA	2.7	(0.6)	560%	(0.4)
Village services	61.5	52.8	17%	45.7
Deferred management fees	114.2	99.8	14%	89.0
Realised gain on resales	95.5	87.9	9%	69.6
Village operating expenses	(78.0)	(66.7)	17%	(57.9)
Village EBITDA	193.2	173.8	11%	146.4
Interest and other revenue	5.5	5.4	3%	4.8
Head office expenditure (post capitalisation)	(68.1)	(66.1)	3%	(53.7)
Annuity EBITDA	133.4	112.5	19%	97.1
Realised development margin	118.4	121.2	(2%)	104.9
Underlying EBITDA	251.8	233.7	8%	202.0
Depreciation and amortisation	(19.1)	(15.8)	21%	(13.6)
Finance costs	(26.4)	(27.5)	(4%)	(17.0)
Underlying profit	206.4	190.3	8%	171.4
Refurbishment costs	(16.9)	(11.6)	45%	(4.6)
Profit after refurbishment costs	189.5	178.8	6%	166.8

FY24 cash flows

- Record operating cash flows of \$443.2m, up 11% on FY23
- Operating cash flow growth driven by increases from ongoing operations, being care and village services (up 18% on FY23) and net receipts for residents' loans – resales, up \$33.6m on FY23 (or 32%)
- Investing cash outflows of \$683.1m, up 2% on FY23, compared to 11% growth in operating cash flows
- Construction of new investment property (IP) & care facilities includes good progress on main buildings at Cambridge, Milldale, Waikanae and Whangārei alongside construction spend at St Johns and Boulcott
- Capitalised interest has increased in line with construction, and land consented over the period

\$443.2m

Operating cash flows ▲ 11%

\$138.2m

Net resales receipts ▲ 32%

NZ\$m	FY24	FY23	Variance	FY22
Receipts from residents:				
Care fees and village services	194.7	165.3	18%	142.5
Receipts for residents' loans - new sales	388.0	362.7	7%	347.3
Net receipts for residents' loans - resales	138.2	104.6	32%	85.9
Interest received	1.1	1.7	(34%)	0.4
Payments to suppliers and employees	(278.9)	(236.2)	18%	(206.9)
Operating cash flows	443.2	398.2	11%	369.2
Sale / (purchase) of land	(19.7)	(56.5)	(65%)	(179.1)
Construction of new IP & care facilities	(532.8)	(523.3)	2%	(427.9)
Refurb of existing IP & care facilities	(25.2)	(19.5)	29%	(11.0)
Care centre upgrades	(18.4)	(1.7)	980%	-
Other investing cash flows	(17.7)	(14.6)	21%	(9.5)
Capitalised interest paid	(69.2)	(52.8)	31%	(24.2)
Investing cash flows	(683.1)	(668.5)	2%	(651.7)
Net proceeds from borrowings	299.9	322.9	(7%)	342.2
Net dividends paid	(33.5)	(34.3)	(2%)	(28.2)
Other financing cash flows	(29.1)	(31.0)	(6%)	(14.5)
Financing cash flows	237.2	257.7	(8%)	299.5

FY24 balance sheet

- Management continues to emphasise a prudent approach to balance sheet management
- With economic conditions remaining restrictive, we will continue to manage stock levels, while still growing in Australia
- Total assets now \$8.1b, up 16% on FY23, driven by portfolio growth and the underlying value in our existing villages
- Net tangible assets per share now \$12.53, up 13%

\$8.1b

Total assets ▲ 16%

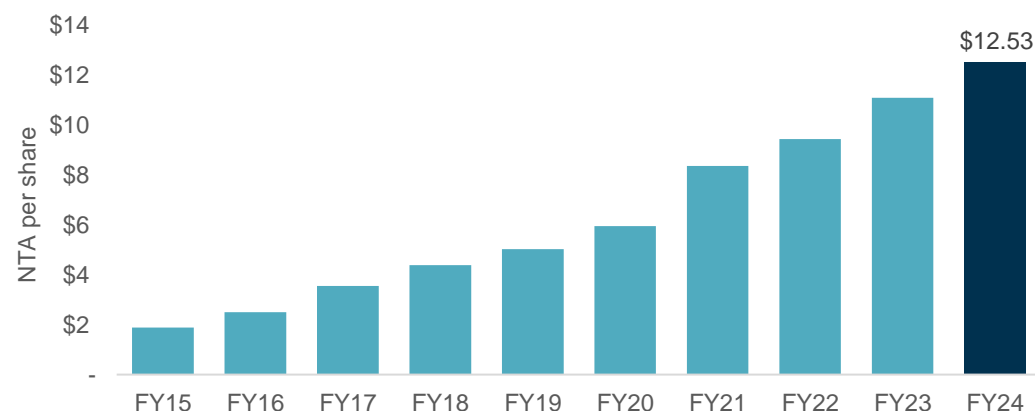
\$2.4b

Retained earnings ▲ 13%

NZ\$m	FY24	FY23 ¹	Variance	FY22
Investment property	7,329	6,394	15%	5,418
Other assets	737.3	547.6	35%	422.6
Total assets	8,066	6,942	16%	5,840
Residents' loans	2,881	2,507	15%	2,165
Face value of bank loans and bonds	1,709	1,399	22%	1,074
Other liabilities	506.5	433.3	17%	407.5
Total liabilities	5,097	4,339	17%	3,647
Net assets	2,969	2,602	14%	2,193
Embedded value	1,739	1,620	7%	1,488
NTA (\$ per share)	12.53	11.09	13%	9.44
Retained earnings	2,421	2,139	13%	1,766

1. Investment property and other assets have been restated for FY23. Refer to note 1 of the FY24 annual report for further details

Summerset net tangible assets per share



Capital management framework

Guiding principles to sustainably grow the business over the short to medium term

Guiding principles

- Grow the business by **delivering sustainable expansion opportunities in New Zealand and Australia**, that produce **competitive returns** for shareholders
- Retain **flexibility in our growth plans** – ensure we can **adapt our growth objectives** as conditions allow

FY24 in review

Investment decisions

- Summerset developments deliver positive net cash flows (net cash position) on completion
- Focus on diversification of location and broad acre investment, ensuring the business carries no core debt
- New investments must meet all internal hurdle rates (including development margin, net funding position, IRR, population and penetration thresholds) on an individual and portfolio basis
- Disciplined approach to maintaining and improving existing asset base, ensuring its attractiveness to future residents

- NZ villages in construction forecast to be over \$280m in positive net cash profits on completion and first sell down
- Land bank appropriately spread across 12 NZ regions, plus Australia
- New refurbishment standards in place, care centre upgrades well advanced
- Customer satisfaction of 97% and occupancy of 94% for care and village

Balance sheet management

- Prudent approach to balance sheet management, target gearing ratio within an operating range of 30% to 40%
- Actively manage our stock levels, while still growing in Australia and moderating build rates as appropriate
- Expect a maximum drawn debt band of \$2.0b to \$2.5b over the short to medium term

- Net debt of \$1,697m with a gearing ratio of 36.4%
- Total debt facilities of \$2.5b with undrawn capacity of \$784.9m
- Development assets exceed the value of net debt by \$317.8m, or 19%

Distributions

- Ordinary dividend payout range to 20% to 50% of underlying profit
- Used to deliver long-term financial health, while giving its investors an appropriate return on their investment

- Final dividend of 13.2 cents per share
- This represents a payout for FY24 of approximately \$58.3m (before DRP), being 28.2% of underlying profit

Debt metrics

- Strong financial discipline has ensured Summerset is compliant with all lending covenants and obligations
- Gross debt of \$1,709m, up from \$1,399m at FY23
- The business holds no core debt
- Gearing ratio of 36.4% (near the midpoint of our target band of 30% to 40%)
- Interest cover ratio of 3.98x, more than twice the bank covenant limit
- The interest cover ratio applies to Summerset's bank facilities only – it is not a term of the Bonds

36.4%

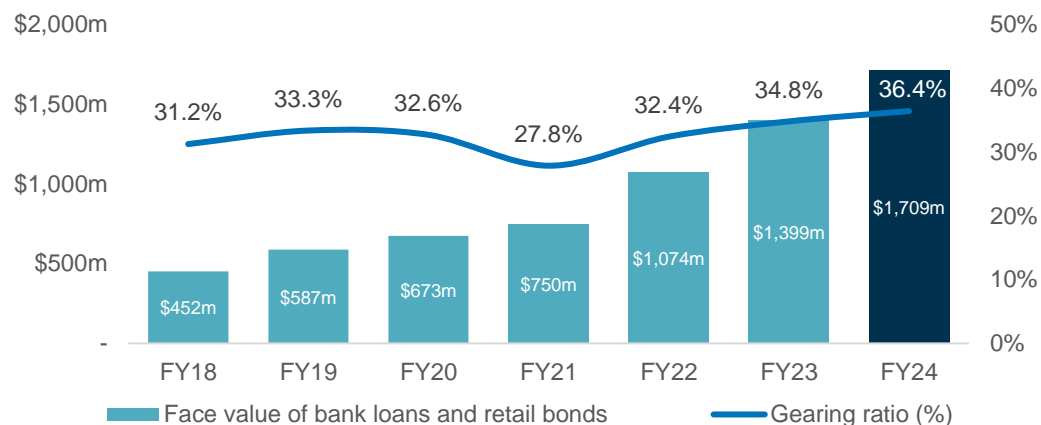
Gearing ratio¹

3.98x

Interest cover ratio²

Interest cover ratio	FY24	FY23	Variance
Adjusted EBITDA ³ (\$m)	182.6	170.6	7%
Interest expense ⁴ (\$m)	45.9	48.5	(6%)
Interest cover ratio	3.98x	3.51x	13%
Covenant limit	1.75x	1.75x	

Gross borrowings and gearing



1. The gearing ratio calculation (net debt / net debt plus book equity) differs from Summerset Group's bank and bond LVR covenant (total debt of the Summerset Group / Property Value of the Summerset Group)

2. Interest cover ratio is Adjusted EBITDA divided by interest expense, calculated on a 12-month rolling basis

3. Adjusted EBITDA is EBIT less fair value movement of investment property, less deferred management fees (calculated under NZ GAAP), plus net cash from resales, plus development margin, less/plus other one off adjustments, plus amortisation and depreciation

4. Interest expense is the total interest and line fee costs prior to capitalisation of any interest and line fees, excluding any interest and line fees incurred in relation to development tranches of bank debt facilities

Development assets

- At 31 December 2024, net debt was \$1,697m and the value of development assets exceeded the value of net debt by \$317.8m, or 19%. This means that the value of our land bank, development WIP and units that have been delivered but not settled significantly exceeds the debt we have used to hold them (e.g. land), or turn into village assets
- Development assets comprise:
 - \$545.5m relating to undeveloped land, being the fair value of our Australia and New Zealand land bank
 - \$786.6m for development WIP at cost (villages under construction), and
 - \$683.0m from unsold new sale stock, which is all delivered new sale stock that is yet to settle
 - \$157.4m of delivered stock was contracted and awaiting settlement at 31 December 2024
- Excess assets of \$317.8m is also conservative as it excludes any margin on development WIP or undeveloped land, which is realised on delivery

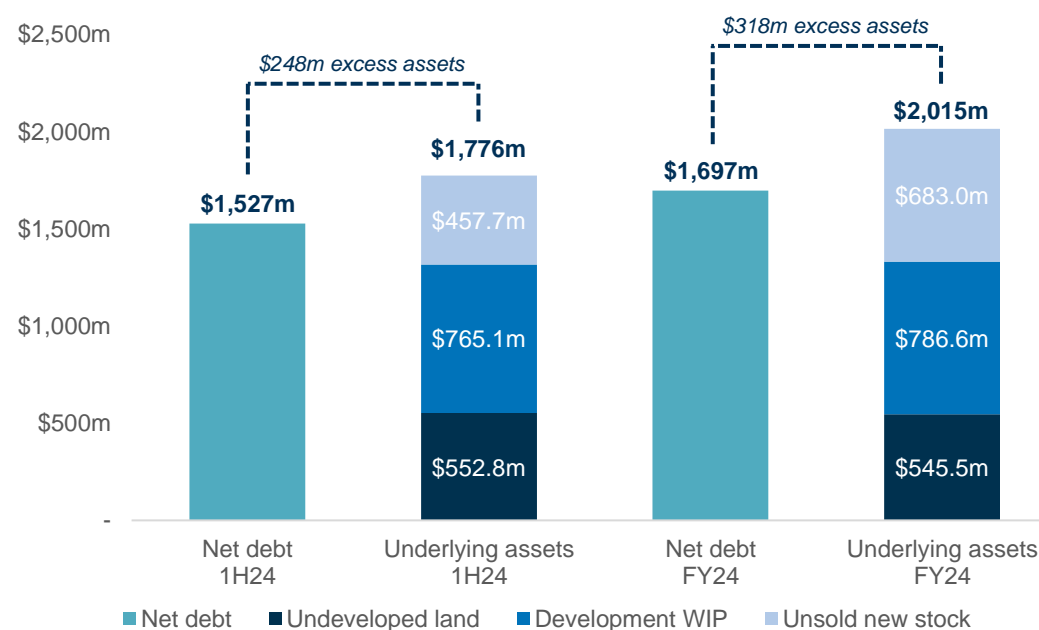
\$2.0b

Underlying development assets

\$317.8m

Excess assets

Net debt¹ to underlying assets



1. Face value of drawn bank debt and retail bonds less cash and cash equivalents. Excludes capitalised and amortised transaction costs for loans and borrowings and fair value movement on hedged borrowings

Funding and Security Structure

23

Purpose of debt and maturity profiles

Bank facility as at 31 December 2024 approximately \$1.9b, plus existing \$575m of retail bonds

Summerset uses debt to fund the acquisition of land for future development, and the development of land into villages

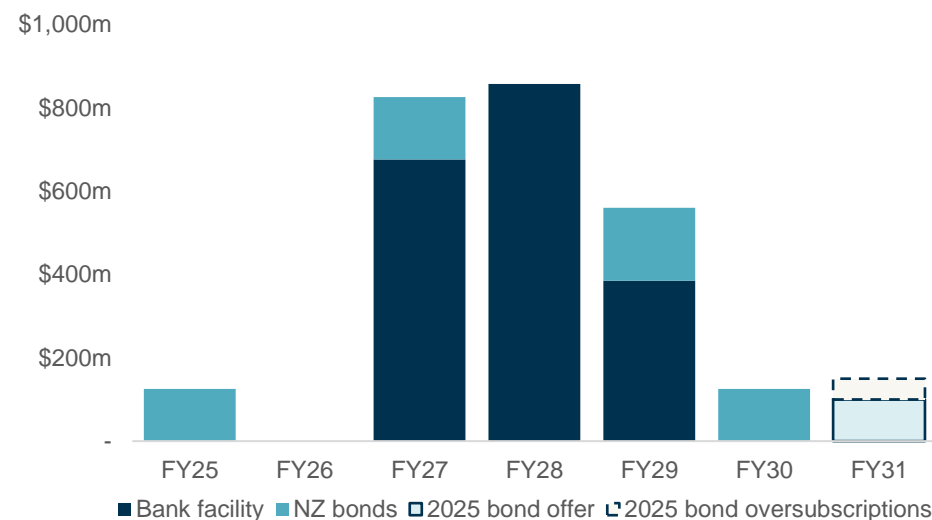
Debt is recycled out of completed village developments, into new developments, as Occupation Right sales occur

The net proceeds of the 2025 bond offer will be used to repay a portion of existing drawn bank debt of the Summerset Group. Summerset then intends to use bank debt to fund the repayment of Summerset's SUM020 bonds maturing in September 2025. This offer will provide diversification of funding sources and tenor for the Summerset Group

Total facility (including bonds) had an average tenor of 3.6 years at 31 December 2024. The issue of the proposed SUM060 bond will increase tenor by approximately 0.2 years

- Summerset has four NZ\$ retail bonds on issue totalling \$575m, with SUM020 for \$125m maturing in September 2025
- NZ bank facility consists of seven tranches totalling \$1,125m provided by seven banks
- Australian bank facility consists of six AUD tranches totalling NZ\$791m¹ provided by six banks
- Bank facility had undrawn capacity of \$785m as at 31 December 2024

Summerset debt maturity profile



Retail bonds outstanding

Code	Issue Date	Maturity	Size
SUM020	Sep-18	Sep-25	NZ\$125m
SUM030	Sep-20	Sep-27	NZ\$150m
SUM040	Mar-23	Mar-29	NZ\$175m
SUM050	Mar-24	Mar-30	NZ\$125m

1. Denoted in NZD for the purpose of demonstrating debt maturity profile

Loan to value ratio covenant

Significant headroom on loan to value ratio (LVR) covenant

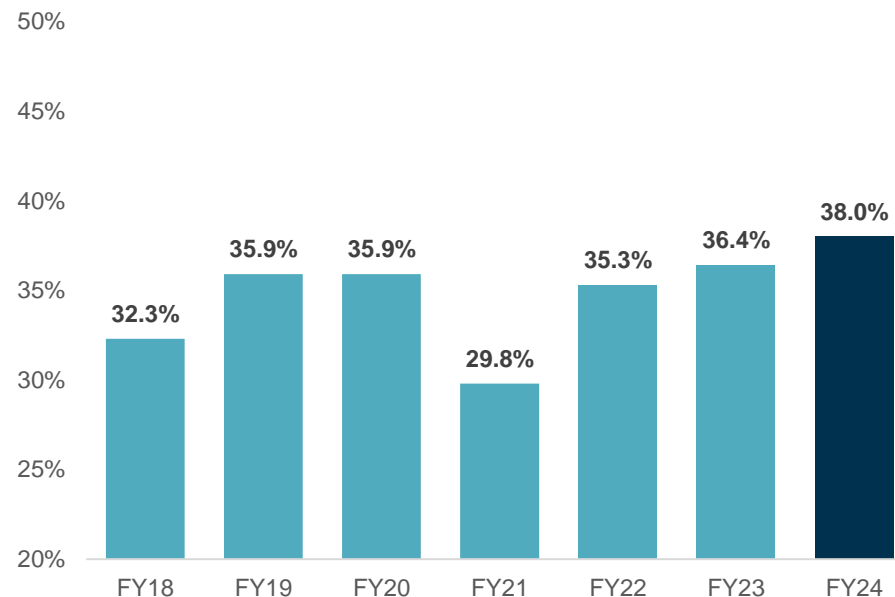
38.0%

Bank & bond LVR

Key terms of bond LVR covenant¹:

- LVR must not exceed 50%
- Reported breach of LVR on a test date is an Event of Review
- If an Event of Review occurs, Summerset must follow a process specified in the Trust Deed to attempt to remedy the breach. If the breach has not been remedied at the end of this process, an Event of Default occurs
- During any Event of Review or Event of Default, Guarantors are not permitted to make any distributions to non-Guarantors
- Bondholders benefit from cross acceleration provisions
- Management remain comfortable with the current level of headroom to all bank and bond covenant ratios

Loan to value ratio



Covenants	FY24	FY23	Variance
Gross debt at face value (\$m)	1,709	1,399	22%
Property value (\$m)	4,496	3,844	17%
Loan to value ratio	38.0%	36.4%	4%
Covenant limit	50.0%	50.0%	

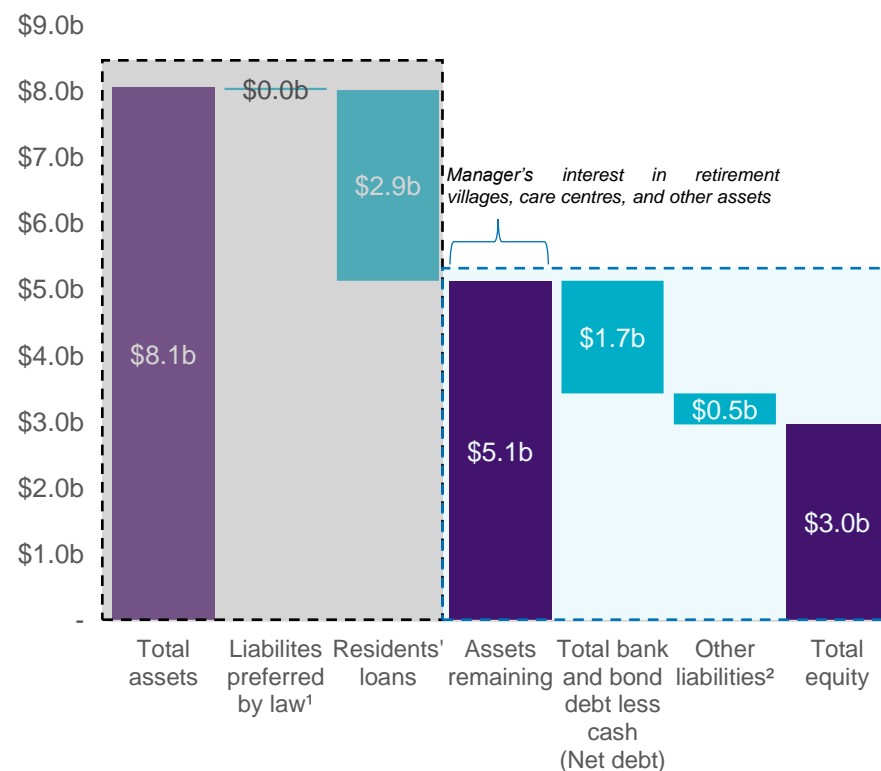
1. LVR covenant (Total Debt/Property Value) is less than or equal to 50%, being the ratio of:
 (a) Total Debt (which is effectively principal amounts outstanding under Summerset's bank facilities, bonds and any other secured facilities); to
 (b) Property Value of the Guaranteeing Group's land and permanent buildings that have been mortgaged to the Security Trustee
 Refer to the glossary for the definition of Property Value

Security

Assets of \$5.1b available as security for financiers as at 31 December 2024 excluding residents' loans

- Total assets as at 31 December 2024 of \$8.1b, including investment property (\$7.3b) and PP&E (\$0.6b)
- Liabilities that rank in priority to the bank debt and bonds include liabilities preferred by law¹ and liabilities secured by Statutory Supervisors' First Ranking Mortgages (Residents' loans)
- Assets of \$5.1b remaining available after these claims as security for current bank debt and bonds
- Bank debt, bonds and other unsubordinated liabilities that have the benefit of the security rank on an equal ranking security basis total \$1.7b as at 31 December 2024
- Bank debt and bonds have the benefit of first ranking mortgages over undeveloped land owned by the group (land owning entities not yet registered as retirement villages)
- ANZ is Security Trustee for both the bonds and the bank debt
- The New Zealand Guardian Trust Company Limited is the Bond Supervisor

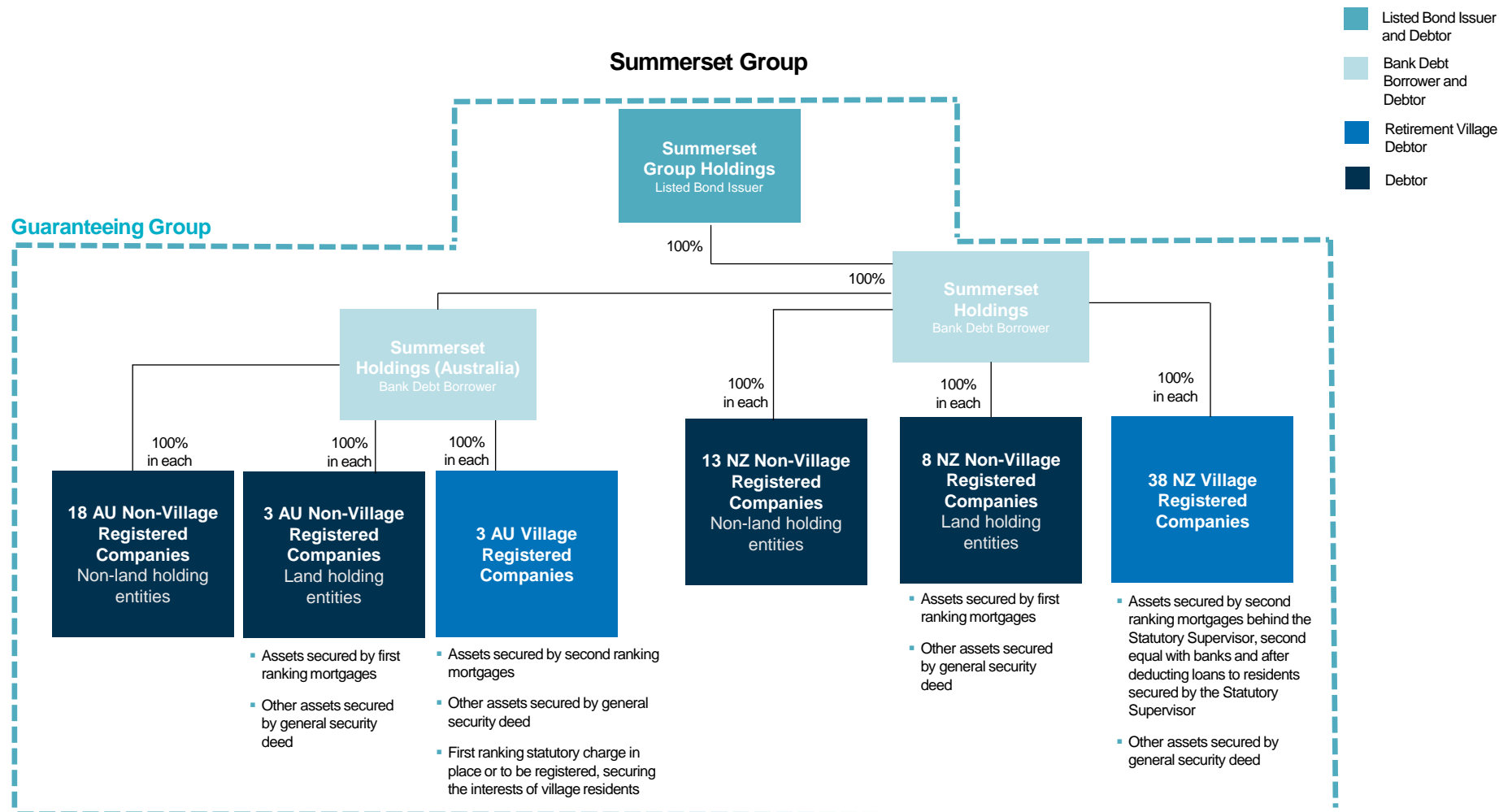
Financial Position as at 31 December 2024



1. Liabilities preferred by law include employee entitlements, tax authorities and rights of creditors preferred by law
 2. Other liabilities include items such as trade and other payables, revenue received in advance, deferred tax liabilities and lease liabilities

Security structure

Summerset Group syndicated lending structure simplified - at 31 December 2024





Offer Terms and Timetable

Key terms of the offer

Summary	Detail
Issuer	Summerset Group Holdings Limited
Instrument	Fixed rate, guaranteed, secured, unsubordinated bonds (Bonds)
Security	<p>Bondholders share the benefit of the same security package as bank lenders. In New Zealand, the Statutory Supervisor has first rights to the proceeds of security enforcement against all assets of the Village Registered Companies in New Zealand, and the bank lenders and bondholders share the remaining proceeds to which the Security Trustee is entitled on a pro rata basis</p> <p>In Australia, a Statutory Charge against the land and permanent buildings of Village Registered Companies secures the rights of village residents and ranks ahead of the Security Trustee's mortgage. The Security Trustee holds first ranking security over all other assets of Village Registered Companies</p> <p>Bank lenders and bondholders have first rights to the proceeds of security enforcement against all assets of Guarantors that are Non-Village Registered Companies, in both Australia and New Zealand. The proceeds of enforcement available to the Security Trustee may be reduced by the claims of certain creditors preferred by law</p>
Guarantee	Guaranteed by the Guaranteeing Group, consistent with bank lenders and existing bonds. Total assets of the Guarantors must be at least 90% of the Summerset Group's assets and EBITDA of the Guarantors must be at least 90% of the EBITDA of the Summerset Group
Tenor and Maturity Date	6 years, maturing 23 May 2031
Offer Amount	Up to \$100,000,000, with the ability to accept oversubscriptions of up to an additional \$50,000,000 at the discretion of the Issuer
Credit Rating	The Bonds will not be rated
Interest Rate	Sum of the Issue Margin and the Base 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 Rate Set Date
Interest Payment	Quarterly in arrear in four equal payments
Early Redemption	Neither Holders nor the Issuer are able to redeem the Bonds before the Maturity Date. However, the Issuer may be required to repay the Bonds early if there is an Event of Default
Financial Covenant	<p>The Issuer to ensure the LVR¹ Covenant: Total Debt / Property Value <=50%</p> <p>A reported breach of the LVR Covenant on a test date will be an Event of Review, which if not remedied at the end of the testing process will result in an Event of Default</p>
Distribution Stopper	Guarantors are not permitted to make a distribution to non-Guarantors if an Event of Review or Event of Default is continuing
Brokerage	0.50% of the amount issued plus 0.25% on firm allocations, paid by the Issuer
Issue Price & Applications	Issue price of par \$1.00. The minimum application is \$5,000 and in multiples of \$1,000 thereafter
Quotation	Application has been made to NZX to quote the Bonds on the NZX Debt Market under the ticker code SUM060

1. LVR = Loan to Value Ratio

Key dates of the offer

Retail bond offer	Date
Opening Date	Monday, 12 May 2025
Closing Date	11am, Thursday, 15 May 2025
Closing Date and Rate Set Date	Thursday, 15 May 2025
Issue Date and Allotment Date	Friday, 23 May 2025
Expected Date of Initial Quotation on the NZX Debt Market	Monday, 26 May 2025
Interest Payment Dates	23 February, 23 May, 23 August, 23 November
First Interest Payment Date	23 August 2025
Maturity Date	Friday, 23 May 2031

Questions

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Appendix

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Board of Directors



Mark Verbiest
Chair, Independent
LLB CFInstD

Mark is Chair of the Board. Mark is an experienced professional company director with over a decade of experience. A lawyer by training, he spent many years in private practice as partner of a large national law firm. He subsequently joined the senior executive team at Telecom New Zealand as Group General Counsel, also having executive responsibility for other corporate groups as well as two business units. He is also currently the Chair of listed company Meridian Energy. Mark has previously been Chair of Freightways, Spark, Transpower NZ, Willis Bond Capital and a director of a number of other companies and entities, including ANZ Bank, the inaugural board of the Financial Markets Authority and the advisory board to NZ Treasury. In 2022 Mark was named Chairperson of the Year at the Deloitte Top 200 Awards, and in 2023 was awarded the Beacon Award for Corporate Governance by the NZ Shareholders Association. Mark has been Chair of Summerset since July 2021.



Dr Marie Bismark
Independent
MBChB, LLB, MBHL, MPH, MD, MPsyCh, FAICD,
FAFPHM

Marie is Chair of Summerset's Clinical Governance Committee. She holds degrees in law, medicine, bioethics and public health, and has completed a Harkness Fellowship in Healthcare Policy at Harvard University. Marie works as a Consultant Psychiatrist at Te Whatu Ora, Capital & Coast, and as a Professor at Melbourne University. Her research focuses on patients' rights, quality of care, and medical regulation. Marie is an experienced company director, serving on the boards of GMHBA Health Insurance, The Royal Women's Hospital in Melbourne, and on the Veterans' Health Advisory Panel. Marie has been a director of Summerset since 2013.



Stephen Bull
Independent
BCom, BPsych (Hons), CA (Australia and NZ),
MAICD, MInstD

Stephen is the Chair of Summerset's Development and Construction Committee and a member of the Audit and Risk Committee. He has over 25 years' experience in real estate, community creation and finance roles. He has held executive roles at Westfield, AMP and Stockland. Stephen finished executive work in 2018 and for the last five years of his executive career was a Group Executive at Stockland and CEO of their retirement village business. Prior to his real estate career in Australia, Stephen spent several years working in investment banking in London. Stephen holds a Bachelor of Commerce and a Bachelor of Psychology (Honours) and is a member of Chartered Accountants (Australia and New Zealand). In addition, he is a Member of the Australian Institute of Company Directors (MAICD), and the NZ Institute of Directors (MInstD). He is currently Chair of Bridge Housing Ltd and Capital Prudential Diversified Development Fund Pty Ltd, a Board Member of the ACT Government City Renewal Authority and an Independent Member of the MaxCap Equity Investment Committee. Stephen has been a director of Summerset since 2022.



Venasio-Lorenzo Crawley
Independent
MBA, BA

Venasio-Lorenzo is a member of all the Summerset sub-committees. He has career experience in multiple sectors that include banking & financial services, oil & energy, health, education and retail. He is an independent director at Orion NZ, and Chair of the AUT Business School Industry Advisory Board. He has also completed a term as a Future Director for The Warehouse Group. Venasio-Lorenzo completed his executive career as the Chief Customer Officer at Contact Energy with the successful turnaround of their Retail, LPG, Broadband and Commercial and Industrial businesses. He has international experience working in the United Kingdom, Australia and NZ markets and has diverse skills in profit growth strategy, transformation, technology, digital, data monetisation, operations, logistics, marketing and his passion – customer experience. Venasio-Lorenzo has been a director of Summerset since 2020.

Board of Directors



Gráinne Troute

Independent
BA, Grad DipBusStuds, CMinstD, CFInstD

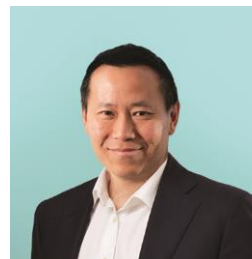
Gráinne is Chair of Summerset's People and Culture Committee. She is a Chartered Fellow of the Institute of Directors, a director of Tourism Holdings and Investore Property, and a board member of Duncan Cotterill. Gráinne is a professional director with many years' experience in senior executive roles. She was General Manager, Corporate Services at SKYCITY Entertainment Group and Managing Director of McDonald's Restaurants (NZ). She also held senior management roles with Coopers and Lybrand (now PwC) and HR Consultancy Right Management. Gráinne has vast expertise in operating customer-focused businesses in highly competitive sectors. She has also spent many years as a trustee and Chair in the not-for-profit sector, including having been the Chair of Tourism Industry Aotearoa (TIA) and Chair of Ronald McDonald House Charities New Zealand. Gráinne has been a director of Summerset since 2016.



Andrea Scown

Future Director (IoD)
BBUS, ACA, MinstD

Andrea is a future director under the Institute of Directors' (IoD) Future Directors programme which aims to develop New Zealand's next generation of directors and provide experience of governance in large companies around the country. Future Directors fully participate in all Board matters but do not have voting or decision rights. Andrea is CEO of Mitre 10, an enormously successful retail company with renowned customer experience, and has expertise leading significant business units within complex organisations for some of NZ and Australia's most iconic brands in sectors including Home Improvement, Apparel, General Merchandise, Property, Investment and Dairy. Andrea has been a Future Director with Summerset since 2022.



Dr Andrew Wong

Independent
BHB, MBChB, MPH

Dr Andrew Wong is the Managing Director of HealthCare Holdings Ltd, a private healthcare investment company. He qualified as a specialist medical practitioner with a Masters in Public Health, and with a Fellowship of the New Zealand College of Public Health Medicine. He has extensive experience in strategic planning and implementation, business development, leadership and operational management. This has been gained over a 30 year career in public and private health both in New Zealand and overseas. He is a director of a number of companies through his HealthCare Holdings role. These include Auckland Radiation Oncology, MercyAscot hospitals, Kensington Hospital and Mercy Radiology. Other present and past directorships include companies providing services in the areas of interventional cardiology, healthcare property development, medical supplies, day and inpatient surgery and endoscopy, and veterinary medicine. He has held government appointments with Health Workforce New Zealand and the Health Innovation Hub, as well as sitting on the Executive of the New Zealand Private Hospitals Association. Andrew is an Adjunct Professor of AUT. Andrew has been a director of Summerset since 2017.



Fiona Oliver

Independent
LLB.BA, CFInstD

Fiona is the Chair of Summerset's Audit and Risk Committee. Fiona is an experienced professional director with a governance career spanning a variety of sectors, including renewable energy, natural gas, technology, commercial property, financial services, professional services, and sport. These roles ranging from Board Member to Audit & Risk Committee Chair, have been in commercial, public sector and not-for-profit entities including Freightways (NZX), Clarus (formerly First Gas group), Gentrack (NZX/ASX), and Tilt Renewables (NZX/ASX). Fiona has held Executive leadership roles in funds management for Westpac (BT Funds Management) and AMP in New Zealand. She has also held commercial roles in asset management and private equity in Sydney and London. Prior to her management career, Fiona practised as a senior corporate and commercial lawyer in New Zealand and overseas, specialising in mergers and acquisitions. Fiona has been a director of Summerset since 2023.

Management



Scott Scoullar
Chief Executive Officer
CA, FCPA, BCA

Scott has overall responsibility for Summerset and is focused on developing and operating vibrant villages, and ensuring that respect for our customers is always at the core of everything we do. Prior to becoming Chief Executive Officer in 2021, Scott was Summerset's Chief Financial Officer after joining Summerset in 2014. Before joining Summerset, Scott held CFO roles at Housing New Zealand and Inland Revenue. Scott was named CFO of the Year at the New Zealand CFO Summit Awards in 2019 and was NZICA's Public Sector CFO of the Year in 2011. Scott is also a Fellow of CPA Australia, and a CPA New Zealand Council Board Member.



Margaret Warrington
Chief Financial Officer | CA, BCA,
DipTeach

Margaret leads Summerset's Finance and Strategy teams along with Corporate Services including our Property and Legal teams. Before joining Summerset Margaret was CFO at NZX/ASX listed technology company EROAD, CFO at Statistics New Zealand and was previously Summerset's Head of Finance. Margaret holds a Bachelor of Commerce and Administration and is a member of Chartered Accountants ANZ. She also holds a Diploma of Teaching.



Kay Brodie
Chief Marketing Officer | BCA, BSC

Kay joined Summerset in 2018 and is responsible for leading the marketing and communications team based in the Wellington office. Her marketing and advertising experience has been gained over 25 plus years across a range of industries including retail, loyalty programmes, government and insurance; both within advertising agencies and client organisations.



Chris Lokum
Chief People Officer | GAID, BMS,
DipSocSci

Chris leads Summerset's People & Culture team responsible for recruitment, training, Health & Safety, organisational development and more. Joining Summerset in 2023 after roles in the public and private sector in New Zealand, Australia and the UK, including senior positions at BP and Waka Kotahi, Chris brings a breadth of experience across Human Resources with over 25 years delivering organisational efficiency, increasing organisational capability and providing strategic leadership. Chris has qualifications in human resources, economics, management and psychology. She has completed executive programmes at Michigan and Cornell Universities and is a member of the Australian Institute of Company Directors.



Fay French
Chief Sales Officer
RNZcmpN

Fay leads our national sales team and can be found at Summerset's Wellington office or at one of our many New Zealand villages. Fay has a breadth of experience across sales, hospitality and the health sector. Prior to joining Summerset in 2015, she held a sales leadership role at a leading New Zealand e-commerce platform where she was responsible for leading a team of business development managers. Trained as a registered nurse, Fay has worked in various nursing roles and medical sales for Roche Pharmaceuticals.

Management



Aaron Smail

Chief Development Officer NZ
BE (Civil), BBS

Aaron leads Summerset's development team in New Zealand, covering site acquisitions, project feasibilities, consents, and design for villages. Previous roles in his 25 plus years of property and development experience include senior positions at Todd Property Group and Kiwi Property. Aaron has been with Summerset since 2015.



Dean Tallentire

Chief Construction Officer NZ
BSc (Hons), HND, RICS

Dean leads our procurement, cost management, construction management and administration support teams in the construction team. Dean has extensive construction and development experience and has led teams in the public and private sectors within developer and main contractor environments. Dean has been with Summerset since 2015.



Eleanor Young

Chief Operating Officer NZ | BSc (Hons)

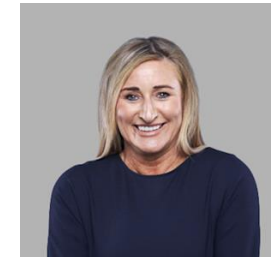
Eleanor oversees the operational performance across all Summerset villages. Her focus on service experience and delivery ensures Summerset's residents receive the highest quality facilities and care. Before joining Summerset in 2016, Eleanor held senior roles at Inland Revenue. This included four years as the Group Manager of Customer Services, managing over 2,000 staff across New Zealand to deliver services to customers. Eleanor has a background in human resources within both the public and private sector, having worked in managerial roles for the Ministry of Social Development, Mighty River Power and Air New Zealand.



Stewart Scott

Chief Operating Officer Australia | Masters
Property (UNSW) BLArch (UNSW)

Stewart leads Summerset's activities in Australia including land acquisition, design, development and construction as well as the retirement and aged care operations. With nearly 30 years' experience, Stewart has previously held senior executive positions across property development, sales and operations within the retirement and aged care sector.



Robyn Gillespie

Chief Digital Officer | BA

Rob leads Summerset's Group technology team with responsibility for technology and digital systems across Australia and New Zealand. Rob has over 30 years in senior tech roles delivering great outcomes for those businesses and their stakeholders. Prior to joining us Rob was Chief Information and Operating Officer for nine years at WSP Australia and New Zealand and has worked across sectors including Downer, Spark, Dimension Data and Unisys where she started her career as a software developer. Rob holds a Bachelor of Arts from University of Canterbury and has completed the Institute of Directors programme.

Glossary

Summerset glossary of key definitions

Adjusted EBIT	Adjusted EBIT is EBIT less fair value movement of investment property, less deferred management fees (calculated under NZ GAAP), plus net cash from resales, plus development margin, less/plus other one off adjustments
Adjusted EBITDA	Adjusted EBITDA is Adjusted EBIT plus amortisation and depreciation
Annuity EBITDA	EBITDA from care and village operations with adjustments for interest income, other revenue and head office expenditure. It excludes any earnings from development
Care EBITDA	Care fees from providing care (e.g. rest home and hospital care), deferred management fees from care units and realised resale gain from care units less costs of operating the care centres. This excludes any allocation of head office cost
Care unit	Memory care apartment, care suite or care bed either sold under ORA or available on a daily charge
Deferred management fees	Resident fee charged under ORA (the standard rate is 25% of the ORA price) which is deducted from the amount repaid to the outgoing resident upon resale of the unit. The fee is in consideration for the right to accommodation and the use of communal facilities over the entire length of a resident's stay
Development margin	The first time ORA sales receipt less the cost for developing each unit sold under ORA. Costs incorporate the land cost, share of infrastructure costs (e.g. roading, civils), direct independent living unit (ILU) costs, share of other costs (e.g. landscaping, FF&E), management fees (including a share of corporate overheads) and interest costs. Development margin excludes recreation and administration facility costs and care centre costs (for non-ORA units)
Embedded value	Non-GAAP measure that reflects the balance of DMF accrued by the resident and the resale gain (being the difference between the price paid by the last resident and the price that would be paid by an incoming resident across the portfolio) at reporting date
Face value of bank loans and retail bonds	Face value of bank debt and retail bonds excludes capitalised and amortised transaction costs for loans and borrowing, and fair value movement on hedged borrowings
Gearing ratio	Gearing ratio is calculated as net debt divided by net debt plus book equity

Glossary

Summerset glossary of key definitions

Head office expenditure	Head office functions that support the business in effectively operating our retirement villages and care centres. These include employee expenses (e.g. management), sales and marketing costs for the villages, software and technology costs, travel costs, directors' fees, consultancy costs and compliance costs
Interest cover ratio	Interest cover ratio is Adjusted EBITDA divided by interest expense, calculated on a 12-month rolling basis
Interest expense	Interest expense is the total interest and line fee costs prior to capitalisation of any interest and line fees, excluding any interest and line fees incurred in relation to development tranches of bank debt facilities
Loan to value ratio	Loan to value ratio is the gross borrowings at face value divided by property value
ORA unit	Any retirement or care unit sold under an Occupation Right. This includes villas, apartments, serviced apartments, memory care apartments and care suites
Property value	Property value is calculated as the valuation amount of all properties that have been externally valued, plus the cost of all properties not externally valued, plus 50% of the costs incurred to date on developments that are not complete, net of residents' loans
Realised gain on resales	The difference in resale unit sales price between the incoming resident and the previous resident. This excludes DMF (shown separately) and forms part of underlying profit and annuity EBITDA
Retirement unit	Villa, apartment or serviced apartment sold under ORA
Underlying profit	Non-GAAP financial measure used by Summerset to monitor financial performance and determine dividend distributions. Calculated by making the following adjustments to IFRS net profit after tax: remove fair value movement on investment property, remove impairment expense and other one-off costs, add realised gain on resales, add realised development margin, remove deferred tax
Village EBITDA	Village services revenue (e.g. weekly fees), deferred management fees from retirement units and realised resale gain from retirement units less costs of operating retirement villages. This excludes any allocation of head office cost

How an Occupation Right Agreement works

Summerset earns a deferred management fee (percentage of incoming price) and all capital gains on resale of the Occupation Right

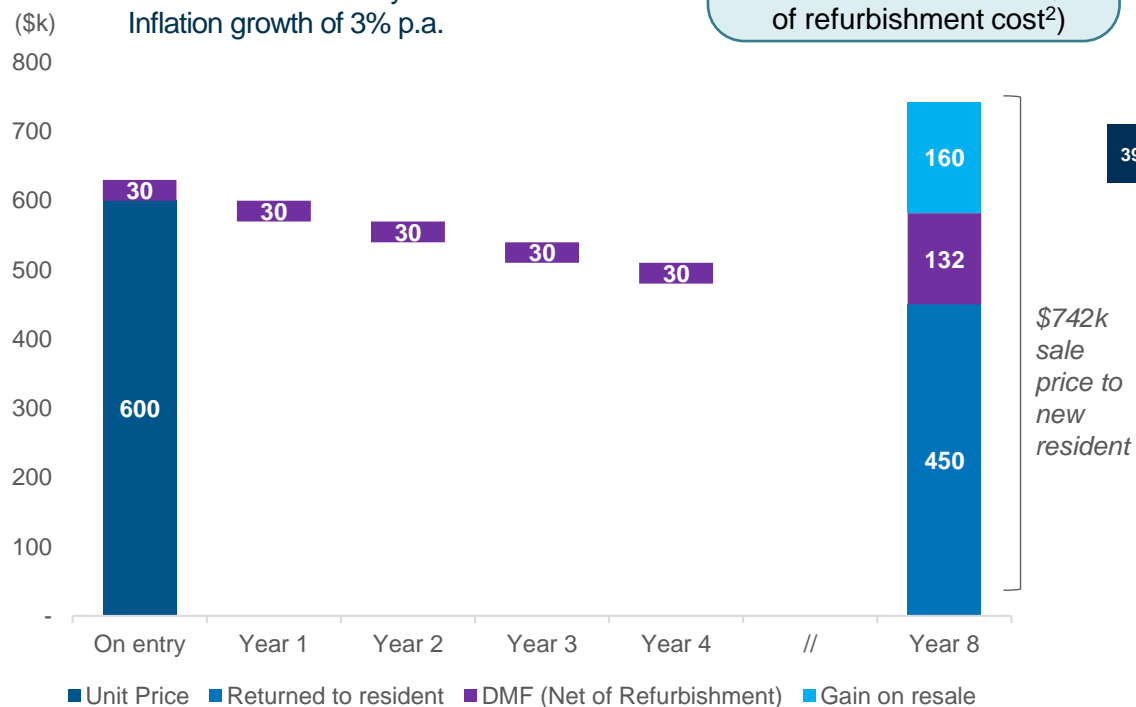
- Residents moving into a retirement village in New Zealand enter into an Occupation Right Agreement (ORA) and in Australia enter into a Residence and Management or Services Contract
- Both an ORA and a Residence and Management or Services Contract grant the resident the right to occupy a retirement unit in exchange for a lump sum payment (Purchase Price) to the operator (recorded as residents' loans on the balance sheet). Legal ownership of the retirement unit remains with the retirement village operator
- A deferred management fee (DMF) is accrued over a resident's tenure and realised in cash on the resale of the Occupation Right. For Summerset, this is typically a maximum of 25% of the Purchase Price
- When a resident vacates their unit, they are entitled to be repaid the Purchase Price less the accrued DMF. This payment is required to be paid to the resident:
 - In New Zealand, when Summerset resells the Occupation Right for that unit
 - In Australia, within six months of the resident vacating the unit or when Summerset resells or reoccupies the unit (whichever is earlier)

Illustrative example (independent living unit):

- Summerset operates under a 25% DMF accrued over 4 years¹ – calculated as a % of entry price
- Resident tenure of 8 years and House Price Inflation growth of 3% p.a.

At exit Summerset receives: \$292k

- Capital gain \$160k
- Accrued DMF \$132k (net of refurbishment cost²)



1. Note that DMF is not always accrued over four years

2. Refurbishment costs have been calculated as 3% of entry price. Accrued DMF is used to cover the cost of refurbishment at exit

Security

Bondholders on an equal ranking security basis with bank lenders

- The bonds share the security provided by the Guaranteeing Group on an equal ranking basis with Summerset's bank lenders as per the Security Trust Deed
- The Statutory Supervisor's mortgage is for the protection of residents' rights and does not give the Statutory Supervisor discretion to demand repayment of residents' loans
- The security ranking of the bonds and bank lenders is outlined in the table below

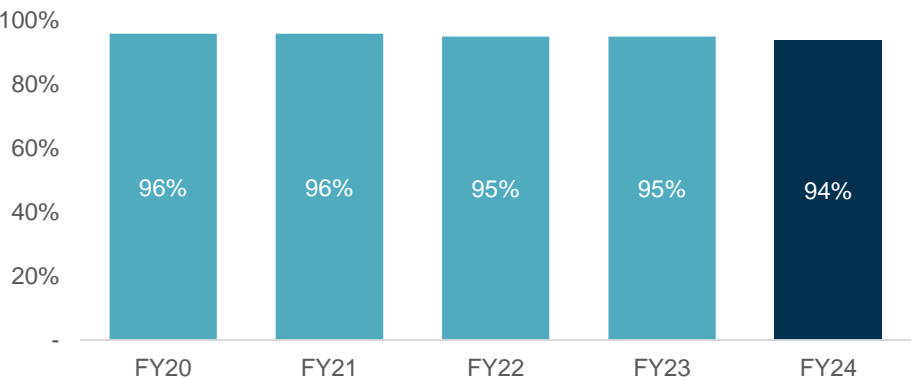
Entity type	Assets	New Zealand security ¹	Australia security ¹
Village Registered Companies	Land and permanent buildings	Second ranking mortgage (behind a first ranking mortgage in favour of the Statutory Supervisor)	Second ranking mortgage (behind a Statutory Charge protecting amounts owing to village residents)
	Other assets	General security deed (Statutory Supervisor has first rights to proceeds of enforcement)	First ranking rights to proceeds of enforcement
Non-Village Registered Companies	All assets (including any land and permanent buildings, and other assets)	First ranking mortgage and general security deed	First ranking mortgage and general security deed

1. Subject to the rights of creditors preferred by law, as detailed on slide 26

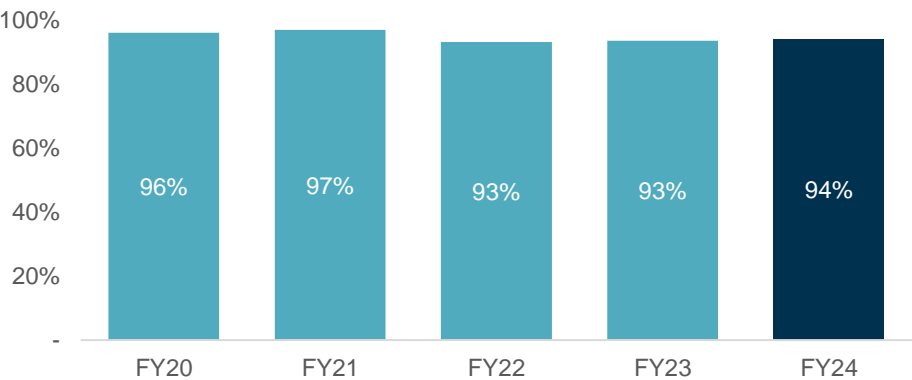
Customer profile and occupancy

Occupancy, tenure and resident demographic statistics

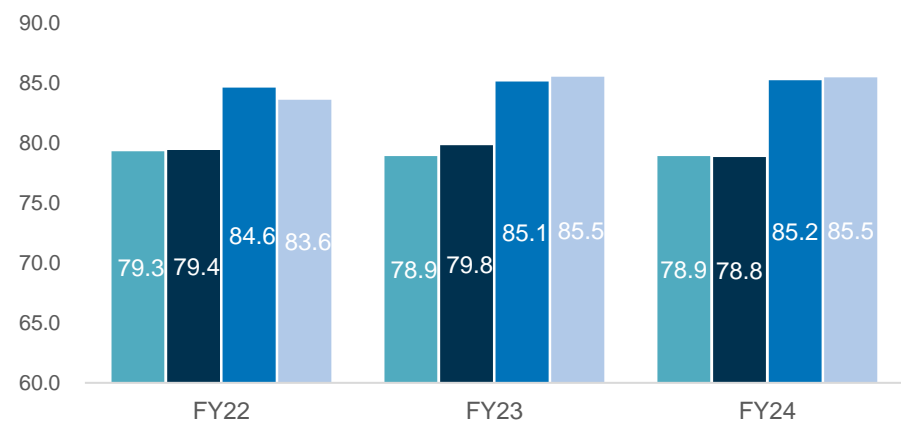
Occupancy – retirement villages



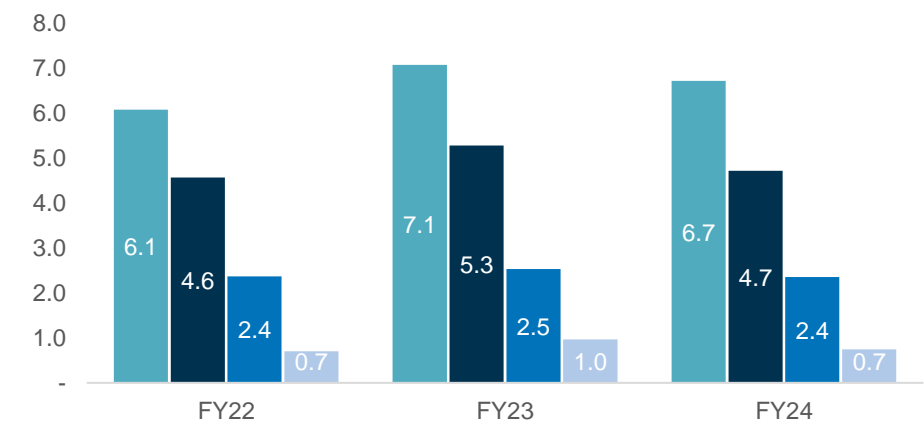
Occupancy – established care centres



Average entry age of residents (years)



Average tenure (years)



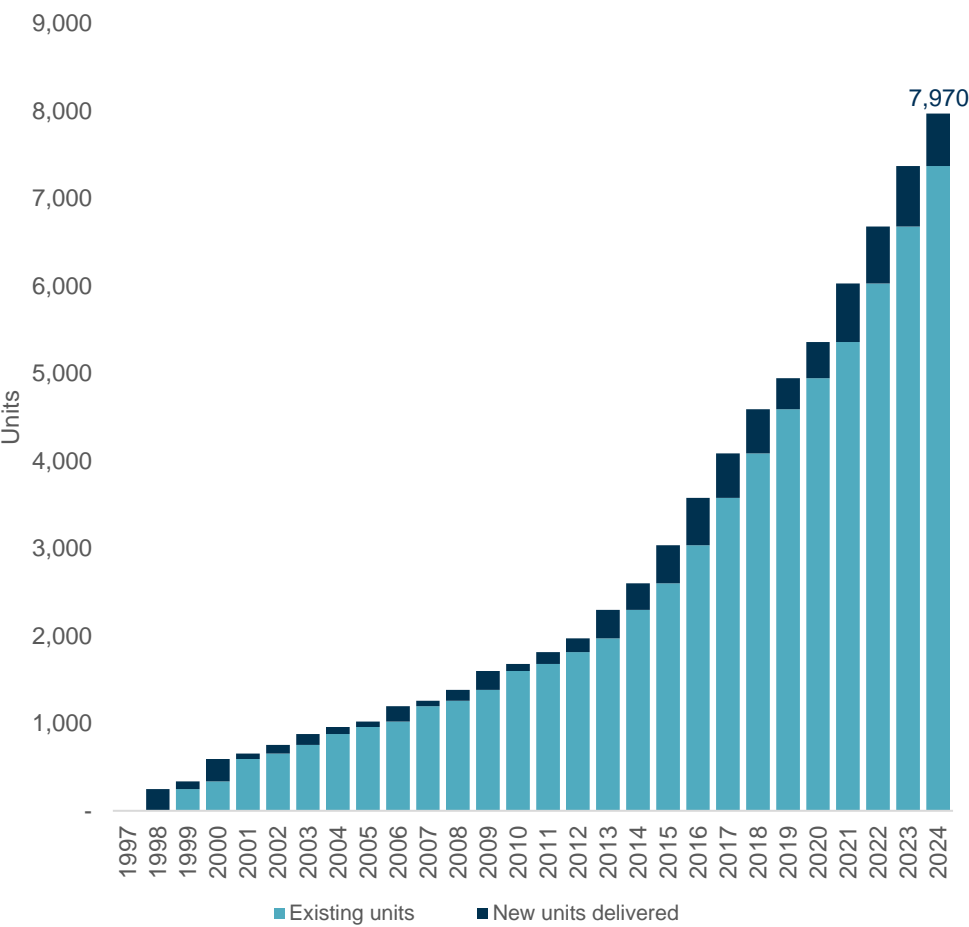
■ Villas ■ Apartments ■ Serviced and memory care apartments ■ Care suites

■ Villas ■ Apartments ■ Serviced and memory care apartments ■ Care suites

Summerset growth and key demographics

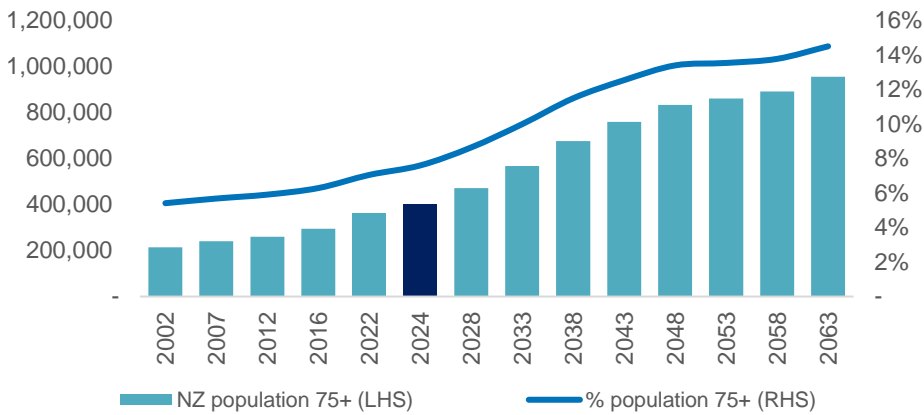
27 years of consistent delivery and growth

Summerset build rate

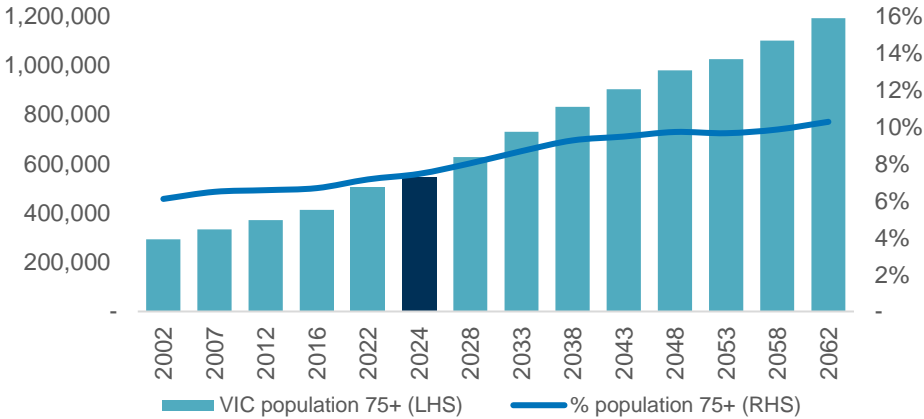


New units delivered includes retirement units, memory care apartments, care suites and care beds

New Zealand population growth 75 years and over



Victoria population growth 75 years and over



Source: Australian Bureau of Statistics and Statistics New Zealand



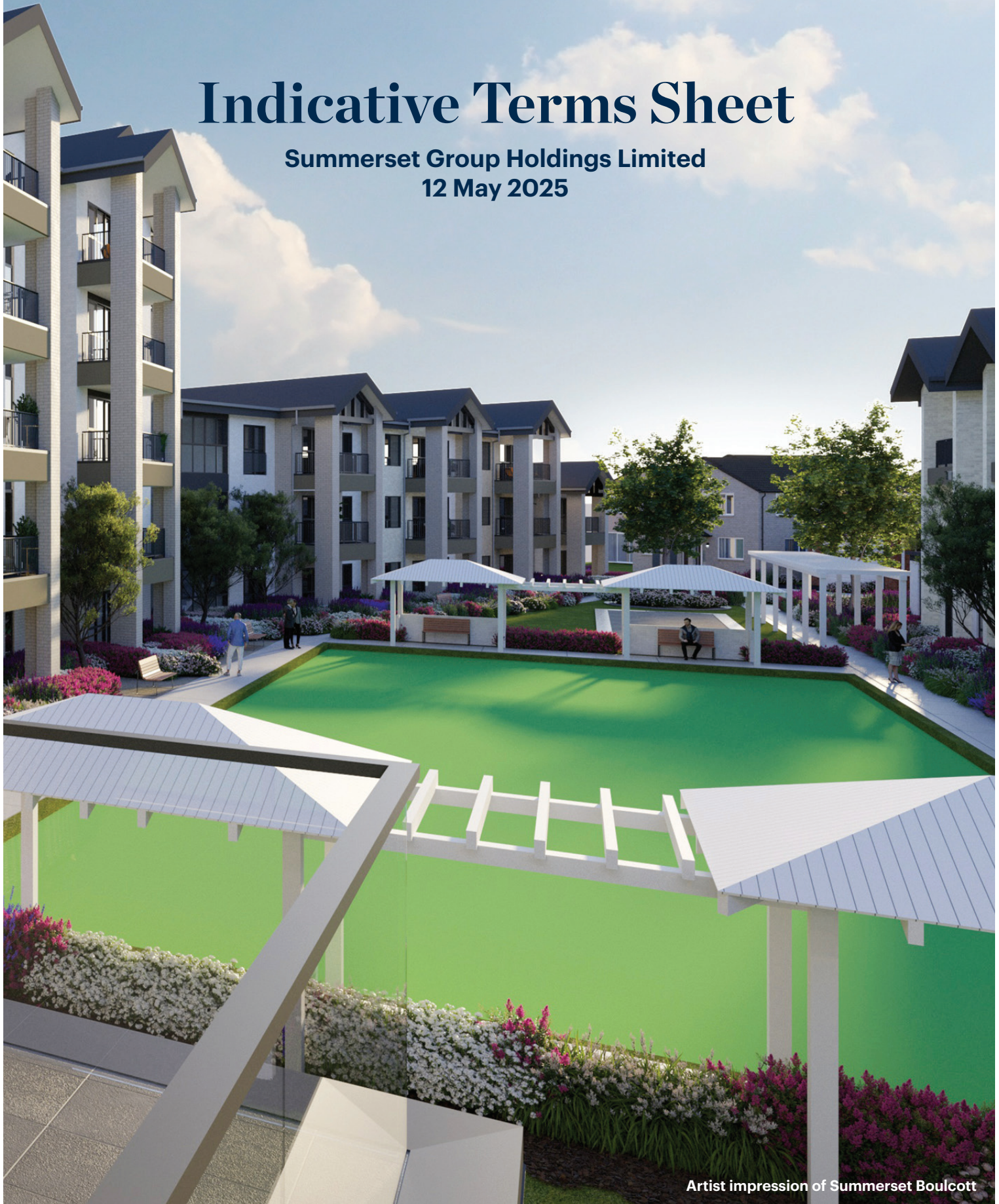
Ngā mihi

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Indicative Terms Sheet

Summerset Group Holdings Limited
12 May 2025



Artist impression of Summerset Boulcott

Indicative Terms Sheet

This indicative terms sheet (“**Indicative Terms Sheet**”) sets out the key terms of the offer (“**Offer**”) by Summerset Group Holdings Limited (“**Summerset**”) of up to \$100,000,000 (with the ability to accept up to an additional \$50,000,000 of oversubscriptions at Summerset’s discretion) of guaranteed, secured, unsubordinated fixed rate bonds maturing on 23 May 2031 (“**Bonds**”) under its master trust deed dated 30 May 2017 (as amended from time to time) (“**Trust Deed**”) as modified and supplemented by a supplemental trust deed dated 12 May 2025 (together, “**Trust Documents**”) entered into between Summerset and The New Zealand Guardian Trust Company Limited (“**Bond Supervisor**”). Unless the context otherwise requires, capitalised terms used in this Indicative Terms Sheet have the same meaning given to them in the Trust Documents.

Investors should refer to the Trust Documents for the full terms of the Bonds.

Important Notice

The Offer of debt securities by Summerset is made in reliance upon the exclusion in clause 19 of schedule 1 of the Financial Markets Conduct Act 2013 (“**FMCA**”).

The Offer contained in this Indicative Terms Sheet is an offer of bonds that have identical rights, privileges, limitations and conditions (except for the interest rate and maturity date) as:

- Summerset’s bonds maturing on 24 September 2025, which have a fixed interest rate of 4.20% per annum and are currently quoted on the NZX Debt Market under the ticker code SUM020;
- Summerset’s bonds maturing on 21 September 2027, which have a fixed interest rate of 2.30% per annum and are currently quoted on the NZX Debt Market under the ticker code SUM030;
- Summerset’s bonds maturing on 9 March 2029, which have a fixed interest rate of 6.59% per annum and are currently quoted on the NZX Debt Market under the ticker code SUM040; and
- Summerset’s bonds maturing on 8 March 2030, which have a fixed interest rate of 6.43% per annum and are currently quoted on the NZX Debt Market under the ticker code SUM050,

(together, the “**Existing Bonds**”).

Accordingly, the Bonds are the same class as the Existing Bonds for the purposes of the FMCA and the Financial Markets Conduct Regulations 2014.

Summerset is subject to a disclosure obligation that requires it to notify certain material information to NZX Limited (“**NZX**”) for the purpose of that information being made available to participants in the market. That information can be found by visiting www.nzx.com/companies/SUM.

The Existing Bonds are the only debt securities of Summerset that are currently quoted and in the same class as the Bonds.

Investors should look to the market price of the Existing Bonds referred to above to find out how the market assesses the returns and risk premium for those bonds.

Key Terms of the Bonds

Issuer	Summerset Group Holdings Limited (" Summerset ").
Instrument	Fixed rate, guaranteed, secured, unsubordinated bonds (" Bonds ").
Status	<p>The Bonds will be issued under the Trust Documents described above.</p> <p>Principal and interest amounts in respect of the Bonds will be direct, secured, unsubordinated obligations of the Issuer and rank <i>pari passu</i> with all other unsubordinated obligations of the Issuer, except indebtedness preferred by law.</p>
Guarantors	<p>Consistent with the Guarantors for Summerset's bank facilities.</p> <p>Holders will have the benefit of the following coverage ratios:</p> <ul style="list-style-type: none"> • Total Assets of the Guaranteeing Group must comprise at least 90% of the Total Assets of the Summerset Group; and • EBITDA of the Guaranteeing Group for each rolling 12 month period must not be less than 90% of EBITDA of the Summerset Group for that period.
Purpose	<p>The net proceeds of the Offer will be used to repay a portion of existing drawn bank debt of the Summerset Group. Summerset then intends to use bank debt to fund the repayment of Summerset's SUM020 bonds, which mature on 24 September 2025. The Offer will provide diversification of funding sources and tenor for the Summerset Group.</p> <p>Summerset Group's principal use of debt is to facilitate the acquisition of land for development and the development and construction of retirement villages.</p>
Security	<p>Holders will share the benefit of the same security package as Summerset's banks on a pro rata basis. The security is held by the Security Trustee.</p> <p>The key securities that Summerset's banks and Holders will have the benefit of are set out below.</p> <p>New Zealand Securities</p> <ul style="list-style-type: none"> • A second ranking mortgage over the land and permanent buildings of each Village Registered Company incorporated in New Zealand, which are the entities that operate Summerset's registered retirement villages in New Zealand. This ranks behind a first ranking mortgage in favour of Public Trust (as the Statutory Supervisor of the relevant retirement village) securing amounts and obligations owing to village residents. • A first ranking mortgage over land and permanent buildings owned by other Summerset Group companies (described as Non-Village Registered Companies) incorporated in New Zealand, being undeveloped land and land under development. • A General Security Deed, which grants security over all assets of the Guaranteeing Group companies incorporated in New Zealand. However, the Statutory Supervisor has first rights to the proceeds of security enforcement against the assets of the Village Registered Companies incorporated in New Zealand.

Security (continued)

The Statutory Supervisor is entitled to the proceeds of security enforcement against all assets of the Village Registered Companies incorporated in New Zealand, in priority to Summerset's banks and Holders. Summerset's banks and Holders (including holders of the Existing Bonds) will share the remaining proceeds of security enforcement against the assets of Village Registered Companies incorporated in New Zealand to which the Security Trustee is entitled on a pro rata basis.

Australian Securities

- A second ranking mortgage over the land and permanent buildings owned by each Village Registered Company incorporated in Australia. This generally ranks second in priority behind a statutory charge against the land and permanent buildings arising under the relevant retirement villages legislation securing amounts owing to village residents. Note that Summerset has three Village Registered Companies in Australia, and continues to progress a number of village developments in Victoria.
- A first ranking mortgage over the land and permanent buildings owned by Non-Village Registered Companies incorporated in Australia, being undeveloped land and land under development.
- A General Security Deed, which grants security over all assets of the Guaranteeing Group companies incorporated in Australia.

There is no requirement to appoint a Statutory Supervisor or equivalent for each Registered Village in Australia.

Financial Covenant

Loan to Value (LVR) Covenant

Summerset will ensure, on each Test Date, that the ratio of:

- a. Total Debt (which is effectively principal amounts outstanding under Summerset's bank facilities, bonds and any other secured facilities); to
- b. Property Value of the Guaranteeing Group's land and permanent buildings that have been mortgaged to the Security Trustee,

is less than or equal to 50%.

A reported breach of the LVR Covenant in respect of a Test Date will be an Event of Review. Summerset must then follow a process specified in the Trust Deed to attempt to remedy the breach. If the breach has not been remedied at the end of this process, an Event of Default occurs.

Distribution stopper

Guarantors are not permitted to make any Distributions to non-Guarantors if an Event of Default or Event of Review is continuing.

Refer to the Trust Deed for more detail on Covenants that will apply to the Bonds.

Credit Rating

The Bonds will not be rated.

Issue Amount	Summerset is offering up to \$100,000,000 of Bonds with the ability to accept oversubscriptions of up to an additional \$50,000,000 at Summerset's discretion. The Offer is not underwritten.
Interest Rate	<p>The Interest Rate will be the sum of the Issue Margin and the Base Rate, but in any case will be no less than the minimum Interest Rate of 5.35% per annum.</p> <p>The Interest Rate will be announced by Summerset via NZX on or shortly after the Rate Set Date.</p>
Indicative Issue Margin Range	The indicative Issue Margin Range is 1.95% – 2.10% per annum.
Issue Margin	The Issue Margin (which may be above or below the indicative Issue Margin Range) will be determined by Summerset in consultation with the Joint Lead Managers following completion of the bookbuild process and announced via NZX on or shortly after the Rate Set Date.
Base Rate	A mid-market rate for an NZD interest rate swap (adjusted to a quarterly basis as necessary), for a term matching the period from the Issue Date to the Maturity Date as calculated by the Arranger in consultation with Summerset, according to market convention, with reference to Bloomberg page 'ICNZ4' (or any successor page) on the Rate Set Date (rounded to 2 decimal places, if necessary, with 0.005 being rounded up).
Interest Payments & Interest Payment Dates	<p>Interest will be payable quarterly in arrear in equal amounts on 23 February, 23 May, 23 August and 23 November of each year up to and including the Maturity Date. The first Interest Payment Date will be 23 August 2025.</p> <p>If an Interest Payment Date is not a Business Day, the due date for the payment to be made on that date will be the next following Business Day and no adjustment will be made to the amount payable as a result of the delay in payment.</p>
Early Redemption	Neither Holders nor Summerset are able to redeem the Bonds before the Maturity Date. However, Summerset may be required to repay the Bonds early if there is an Event of Default.
Brokerage	Summerset will pay brokerage of 0.50% of the aggregate principal amount of Bonds issued plus 0.25% on firm allocations. Such amounts will be paid to the Arranger who will distribute as appropriate to Primary Market Participants and approved financial intermediaries.
Record Date	5.00pm on the tenth calendar day before the due date for that payment or, if that day is not a Business Day, the preceding Business Day.
Issue Price	\$1.00 per Bond.

Minimum Application	The minimum application is \$5,000, with multiples of \$1,000 thereafter.
Minimum Holding	Bonds with an aggregate principal amount of \$5,000.
How to Apply	<p>All of the Bonds, including oversubscriptions, are reserved for clients of the Joint Lead Managers, institutional investors and other Primary Market Participants invited to participate in the bookbuild. There will be no public pool for the Offer. Accordingly, retail investors should contact a Joint Lead Manager, their financial adviser or any Primary Market Participant for details on how they may acquire Bonds. You can find a Primary Market Participant by visiting www.nzx.com/services/market-participants.</p> <p>In respect of oversubscriptions or generally, any allotment of Bonds will be at Summerset's discretion, in consultation with the Joint Lead Managers. Summerset reserves the right to refuse all or any part of an application without giving any reason.</p> <p>Each investor's financial adviser will be able to advise them as to what arrangements will need to be put in place for the investors to trade the Bonds including obtaining a common shareholder number (CSN), an authorisation code (FIN) and opening an account with a Primary Market Participant as well as the costs and timeframes for putting such arrangements in place.</p>
ISIN	NZSUMD0060L3.
Transfers	<p>Holders are entitled to sell or transfer their Bonds at any time subject to the terms of the Trust Documents, the selling restrictions set out below and applicable securities laws and regulations. Summerset may decline to register a transfer of Bonds for the reasons set out in the Trust Documents.</p> <p>The minimum amount of Bonds a Holder can transfer is \$1,000, and integral multiples of \$1,000 thereafter. No transfer of Bonds or any part of a Holder's interest in a Bond will be registered if the transfer would result in the transferor or the transferee holding or continuing to hold Bonds with an aggregate principal amount of less than the minimum holding of \$5,000 (other than zero).</p>
NZX Quotation	Summerset will take any necessary steps to ensure that the Bonds are, immediately after issue, quoted on the NZX Debt Market. Application has been made to NZX for permission to quote the Bonds on the NZX Debt Market and all the requirements of NZX relating thereto that can be complied with on or before the distribution of this Indicative Terms Sheet have been duly complied with. However, NZX accepts no responsibility for any statement in this Indicative Terms Sheet. NZX is a licensed market operator and the NZX Debt Market is a licensed market under the FMCA.
NZX Debt Market Ticker Code	SUM060.

Selling Restrictions

The Bonds may only be offered for sale or sold in New Zealand and Australia in conformity with all applicable laws and regulations in New Zealand and Australia and the selling restrictions set out in this Indicative Terms Sheet. Specific selling restrictions (as at the date of this Indicative Terms Sheet) are set out below for Australia.

No Bonds may be offered for sale or sold in any other country or jurisdiction except with the prior consent of Summerset and in conformity with all applicable laws and regulations of that country or jurisdiction and the selling restrictions contained in this Indicative Terms Sheet.

This Indicative Terms Sheet may not be published, delivered or distributed in or from any country or jurisdiction except under circumstances which will result in compliance with all applicable laws and regulations in that country or jurisdiction and the selling restrictions contained in this Indicative Terms Sheet.

By purchasing the Bonds, each Holder agrees to indemnify Summerset, the Bond Supervisor, the Arranger, the Joint Lead Managers and their respective directors, officers, employees and agents in respect of any loss, cost, liability or expense sustained or incurred as a result of the breach by the Holder of the selling restrictions set out above.

Australia

This Indicative Terms Sheet is not a prospectus, product disclosure statement or any other “disclosure document” (as defined in the Corporations Act 2001 of Australia (“**the Australian Corporations Act**”)) and does not contain all the information which would be required in a “disclosure document” under the Australian Corporations Act. This Indicative Terms Sheet has not been and will not be lodged or registered with the Australian Securities & Investments Commission (“**ASIC**”) or the Australian Securities Exchange and Summerset is not subject to the continuous disclosure requirements that apply in Australia.

This Indicative Terms Sheet or any other offering material relating to the Bonds may not be distributed or published in Australia and the Bonds must not be offered for issue or sale in Australia (including to a person in Australia) unless:

- a. the aggregate consideration payable by each offeree is at least A\$500,000 (or its equivalent in an alternative currency and, in either case, disregarding moneys lent by the offeror or its associates) or the offer or invitation does not otherwise require disclosure to investors under Parts 6D.2 or 7.9 of the Australian Corporations Act;
- b. the offer does not constitute an offer to a “retail client” as defined for the purposes of section 761G of the Australian Corporations Act;
- c. such action complies with any applicable laws and directives in Australia; and
- d. such action does not require any document to be lodged with ASIC.

Prospective investors should not construe anything in this Indicative Terms Sheet as legal, tax or other professional advice nor as financial product advice. In particular, if any financial product advice is, in fact, held to be given by Summerset in connection with this Indicative Terms Sheet, it is general advice only. Summerset does not hold an Australian financial services licence and is not licensed to provide financial product advice in relation to the Bonds.

Governing Law

New Zealand

Important Dates

Opening Date	Monday, 12 May 2025.
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Closing Date	11.00am, Thursday, 15 May 2025.
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Rate Set Date	Thursday, 15 May 2025.
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Issue Date and Allotment Date	Friday, 23 May 2025.
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Expected Date of Initial Quotation	Monday, 26 May 2025.
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Maturity Date	Friday, 23 May 2031.
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Important Information

The dates set out in this Indicative Terms Sheet are indicative only and are subject to change.

Summerset has the right in its absolute discretion and without notice to close the Offer early, to accept late applications, to extend the Closing Date or to choose not to proceed with the Offer. If the Closing Date is extended, subsequent dates may be extended accordingly.

The Arranger, the Joint Lead Managers and their respective directors, officers, employees and agents:

- a. have not authorised or caused the issue of, or made any statement in, any part of this Indicative Terms Sheet;
- b. do not make any representation, recommendation or warranty, express or implied regarding the origin, validity, accuracy, adequacy, reasonableness or completeness of, or any errors or omissions in, any information, statement or opinion contained in this Indicative Terms Sheet; and
- c. to the extent permitted by law, do not accept any responsibility or liability for this Indicative Terms Sheet or for any loss arising from this Indicative Terms Sheet or its contents or otherwise arising in connection with the Offer of Bonds.

This Indicative Terms Sheet does not constitute financial advice or a recommendation from the Arranger, any Joint Lead Manager or any of their respective directors, officers, employees, agents or advisers to purchase any Bonds.

You must make your own independent investigation and assessment of the financial condition and affairs of Summerset before deciding whether or not to invest in the Bonds.

Other Information

Copies of the Trust Documents are available at Summerset's website at www.summerset.co.nz/bondoffer.

Any internet site addresses provided in this Indicative Terms Sheet are for reference only and, except as expressly stated otherwise, the content of any such internet site is not incorporated by reference into, and does not form part of, this Indicative Terms Sheet.

Investors should seek qualified independent financial and taxation advice before deciding to invest. In particular, you should consult your tax adviser in relation to your specific circumstances. Investors will also be personally responsible for ensuring compliance with relevant laws and regulations applicable to them (including any required registrations).

For further information regarding Summerset, visit www.nzx.com/companies/SUM.

Contact Information

Issuer

Summerset Group Holdings Limited
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Wellington 6140

Registrar

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15 Customs Street West
Auckland 1010

Arranger and Joint Lead Manager

ANZ Bank New Zealand Limited
Level 10, ANZ Centre
171 Featherston Street
Wellington 6011

Joint Lead Manager

Commonwealth Bank of Australia
ASB North Wharf
12 Jellicoe Street
Auckland 1010

Joint Lead Manager

Craigs Investment Partners Limited
Level 32, Vero Centre
48 Shortland Street
Auckland 1010

Joint Lead Manager

Forsyth Barr Limited
Level 22, NTT Tower
157 Lambton Quay
Wellington 6011

Bond Supervisor

The New Zealand Guardian Trust Company Limited
Level 2, 99 - 105 Customhouse Quay
Wellington 6011

Statutory Supervisor

Public Trust
Level 16, 151 Queen Street
Auckland 1010

Legal advisers to Summerset

Russell McVeagh
Level 24, NTT Tower
157 Lambton Quay
Wellington 6011

Security Trustee

ANZ Bank New Zealand Limited
Level 25, ANZ Centre
23 - 29 Albert Street
Auckland 1010