



OCEANIA



# Final terms sheet

Secured Fixed Rate Bonds  
Maturing 13 September 2028

3 September 2021



This final terms sheet (**Terms Sheet**) sets out the key terms of the offer by Oceania Healthcare Limited (**Oceania**) of \$100 million seven year secured unsubordinated fixed rate bonds maturing on 13 September 2028 (**Bonds**). The Bonds will be issued under a master trust deed dated 25 September 2020 (as amended from time to time) (**Master Trust Deed**) and supplemented by a supplemental deed dated 30 August 2021 entered into between Oceania and Public Trust as supervisor (**Supervisor**) (together, the **Trust Documents**). Unless the context otherwise requires, capitalised terms used in this Terms Sheet have the same meaning given to them in the Trust Documents.

## Important notice

The offer of Bonds by Oceania 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 Terms Sheet is an offer of bonds that have identical rights, privileges, limitations and conditions (except for the interest rate and maturity date) as Oceania's \$125 million secured unsubordinated fixed rate bonds maturing on 19 October 2027 (with a fixed interest rate of 2.30% per annum), which are currently quoted on the NZX Debt Market under the ticker code OCA010 (the **Existing Bonds**).

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

Oceania 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 and that information can be found by visiting [www.nzx.com/companies/OCA/announcements](http://www.nzx.com/companies/OCA/announcements).

The Existing Bonds are the only debt securities of Oceania that are in the same class as the Bonds and are currently quoted on the NZX Debt Market.

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

The dates set out in this Terms Sheet are indicative only and Oceania, in conjunction with the Joint Lead Managers, may change the dates set out in this Terms Sheet. Oceania has the right in its absolute discretion and without notice to close the offer early, to extend the Closing Date (subject to the NZX Listing Rules), or to choose not to proceed with the offer. If the Closing Date is changed, other dates (such as the Issue Date, the Maturity Date and the Interest Payment Dates) may be changed accordingly.

Copies of the Trust Documents will be made available by Oceania for inspection during usual business hours at Oceania's registered office listed on the final page of this Terms Sheet (or such office as Oceania may notify the holders of the Bonds (**Bondholders**) from time to time).

Investors should seek qualified, independent financial and taxation advice before deciding to invest.

For further information regarding Oceania, visit [www.nzx.com/companies/OCA](http://www.nzx.com/companies/OCA).

<b>ISSUER</b>	Oceania Healthcare Limited ( <b>Oceania</b> ).
<b>DESCRIPTION</b>	Secured unsubordinated fixed rate bonds ( <b>Bonds</b> ).
<b>GUARANTEE</b>	<p>Payments on the Bonds are guaranteed by Oceania Village Company Limited, Oceania Care Company Limited and Oceania Group (NZ) Limited under a guarantee contained in the Global Security Deed described below.</p> <p>Subsidiaries of Oceania may be added or removed as Guarantors from time to time. Any person that becomes a guarantor of Oceania's Bank Facility Agreement under the Global Security Deed will also be a Guarantor of the Bonds.</p>
<b>PURPOSE</b>	The proceeds of this offer are expected to be used to repay a portion of Oceania's existing bank debt, providing Oceania with diversity of funding and tenor and helping facilitate Oceania's further growth.
<b>SECURITY</b>	<p>The Bonds are secured on an equal ranking basis with Oceania's existing indebtedness. The Bonds will have the benefit of:</p> <ul style="list-style-type: none"> <li>• Mortgages in favour of the Security Trustee, including: <ul style="list-style-type: none"> <li>– Second registered mortgages in respect of land used for the purposes of a registered Retirement Village (<b>Retirement Village Land</b>). The Statutory Supervisors have first rights (ahead of the Security Trustee) to the proceeds of enforcement of each such mortgage, and first ranking mortgages in favour of the relevant Statutory Supervisor are typically also registered ahead of the Security Trustee.</li> <li>– First registered mortgages over certain Land that is not Retirement Village Land. This includes aged care facility freehold Land.</li> </ul> </li> <li>• General security over all the assets of Oceania and the Guarantors under the Global Security Deed. The Statutory Supervisors have first rights (ahead of the Security Trustee) to the proceeds of security enforcement against the assets of registered Retirement Villages operated by Oceania Village Company Limited,</li> </ul> <p>(the <b>Security</b>).</p> <p>The Security Trustee holds the Security for all creditors entitled to their benefit. This includes (in addition to the Supervisor and the Bondholders) Oceania's bank lenders and hedging providers.</p>
<b>FINANCIAL COVENANTS</b>	<p><b>Loan to Valuation Ratio</b></p> <p>Oceania agrees to ensure that, on each Semi-annual Test Date, the total principal amount of financial indebtedness secured under the Global Security Deed is not more than 50% of the valuation of all properties owned by Oceania and its subsidiaries.</p> <p><b>Distribution Restriction</b></p> <p>Under the Trust Documents Oceania is not permitted to make any distribution if an Event of Default is continuing or if it would result in the occurrence of an Event of Default.</p> <p>Refer to the Trust Documents for more detail on covenants that will apply to the Bonds.</p>
<b>CREDIT RATING</b>	The Bonds will not be rated.
<b>ISSUE AMOUNT</b>	\$100 million.
<b>OPENING DATE</b>	Monday, 30 August 2021
<b>CLOSING DATE</b>	Bids due by 12.00pm, Friday, 3 September 2021
<b>RATE SET DATE</b>	Friday, 3 September 2021
<b>ISSUE DATE AND ALLOTMENT DATE</b>	Monday, 13 September 2021
<b>EXPECTED DATE OF INITIAL QUOTATION</b>	Tuesday, 14 September 2021
<b>MATURITY DATE</b>	Wednesday, 13 September 2028

<b>NO PUBLIC POOL</b>	All Bonds, including any oversubscriptions, have been reserved for subscription by clients of the Joint Lead Managers, NZX Firms and other approved financial intermediaries invited to participate in the bookbuild conducted by the Joint Lead Managers.
<b>INTEREST RATE</b>	3.30% per annum, being the sum of the Issue Margin plus the Swap Rate.
<b>ISSUE MARGIN</b>	1.45% per annum.
<b>SWAP RATE</b>	The mid-market rate for an interest rate swap of a term matching the period from the Issue Date to the Maturity Date as calculated by the Arranger in consultation with Oceania, according to market convention, with reference to Bloomberg page 'ICNZ4' (or any successor page) on the Rate Set Date and expressed on a quarterly basis (rounded to 2 decimal places, if necessary, with 0.005 being rounded up).
<b>INTEREST PAYMENTS</b>	Quarterly in arrear in equal payments on 13 September, 13 December, 13 March and 13 June in each year (or if that day is not a Business Day, the next Business Day) until and including the Maturity Date, with the first Interest Payment Date being 13 December 2021.
<b>EARLY REDEMPTION</b>	<p>Bondholders have no right to require Oceania to redeem the Bonds prior to the Maturity Date, except in the case of an Event of Default (as described in the Trust Documents).</p> <p>Oceania may elect (at its discretion) to redeem all, but not some only, of the Bonds on any Interest Payment Date after the third anniversary of the Issue Date by giving not less than 20 Business Days' notice of the redemption date.</p> <p>If the Bonds are redeemed early in this manner, they will be redeemed for the greater of:</p> <ul style="list-style-type: none"> <li>• their Principal Amount; and</li> <li>• their market price (excluding interest), calculated as the arithmetic average of the daily volume weighted average price (excluding interest) of Bonds traded through the NZX Debt Market over the 10 Business Days immediately prior to the date on which Oceania gave the redemption notice (or, if the Bonds have not traded on the NZX Debt Market for at least half of such 10 Business Day period, the average price of the Bonds for that period will be determined by an independent adviser appointed in accordance with the Trust Documents (excluding interest)),</li> </ul> <p>in each case together with accrued interest.</p>
<b>ISSUE PRICE</b>	\$1.00 per Bond, being the <b>Principal Amount</b> of each Bond.
<b>MINIMUM APPLICATION AMOUNT</b>	\$5,000 and multiples of \$1,000 thereafter.
<b>RECORD DATE</b>	5.00pm on the date that is 10 days before the relevant scheduled Interest Payment Date (prior to any adjustment to the Interest Payment Date to fall on a Business Day). If the record date falls on a day which is not a Business Day, the record date will be the immediately preceding Business Day.
<b>ISIN</b>	NZOCADT002C1
<b>QUOTATION</b>	<p>Application has been made to NZX for permission to quote the Bonds on the NZX Debt Market and all the requirements of NZX relating to that quotation that can be complied with on or before the date of distribution of the Terms Sheet have been duly complied with. However, NZX accepts no responsibility for any statement in the Terms Sheet. NZX is a licensed market operator, and the NZX Debt Market is a licensed market, under the FMCA.</p> <p>NZX ticker code OCA020 has been reserved for the Bonds.</p>

<b>TRANSFER RESTRICTIONS</b>	Oceania may decline to accept or register a transfer of the Bonds if the transfer would result in the transferor or the transferee holding or continuing to hold Bonds with a Principal Amount of less than \$5,000 (if not zero) or if the transfer is not in multiples of \$1,000.
<b>ARRANGER</b>	Westpac Banking Corporation (ABN 33 007 457 141) (acting through its New Zealand branch) ( <b>Westpac</b> ).
<b>JOINT LEAD MANAGERS</b>	ANZ Bank New Zealand Limited, Craigs Investment Partners Limited, Jarden Securities Limited and Westpac.
<b>SUPERVISOR</b>	Public Trust.
<b>SECURITY TRUSTEE</b>	New Zealand Permanent Trustees Limited.
<b>SECURITIES REGISTRAR</b>	Computershare Investor Services Limited.
<b>BROKERAGE</b>	0.50% brokerage plus 0.25% on firm allocations paid by Oceania.
<b>GOVERNING LAW</b>	New Zealand.
<b>SELLING RESTRICTIONS</b>	<p>Oceania does not intend that the Bonds be offered for sale, and no action has been taken or will be taken to permit a public offering of Bonds, in any jurisdiction other than New Zealand. You may only offer for sale or sell any Bond in conformity with all applicable laws and regulations in any jurisdiction in which it is offered, sold or delivered. This Terms Sheet may not be published, delivered or distributed in or from any country other than New Zealand.</p> <p>By subscribing for or otherwise acquiring any Bonds, you agree to indemnify, among others, Oceania, the Supervisor and the Joint Lead Managers for any loss suffered as a result of any breach by you of these selling restrictions.</p>

## Other Information

Copies of the Trust Documents are available at Oceania's website at [www.oceaniahealthcare.co.nz/investor-centre/bond-offer](http://www.oceaniahealthcare.co.nz/investor-centre/bond-offer).

Any internet site addresses provided in this 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 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 Oceania, visit [www.nzx.com/companies/OCA](http://www.nzx.com/companies/OCA).

## Contact Information

### Issuer

**Oceania Healthcare Limited**  
Affinity House  
2 Hargreaves Street  
St Mary's Bay  
Auckland 1011

### Registrar

**Computershare Investor Services Limited**  
Level 2, 159 Hurstmere Road  
Takapuna  
Auckland 0622  
Private Bag 92119  
Auckland 1142

### Legal Adviser to Oceania

**Chapman Tripp**  
Level 34, PwC Tower  
15 Customs St West  
Auckland 1010

### Supervisor

**Public Trust**  
Level 9  
34 Shortland Street  
Auckland 1010

### Security Trustee

**New Zealand Permanent Trustees Limited**  
Level 9  
34 Shortland Street  
Auckland 1010

### Arranger and Joint Lead Manager

**Westpac Banking Corporation**  
(ABN 33 007 457 141)  
(acting through its New Zealand branch)  
Level 8, 16 Takutai Square  
Auckland 1010

### Joint Lead Managers

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

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

**Jarden Securities Limited**  
Level 32, PwC Tower  
15 Customs Street West  
Commercial Bay  
Auckland 1010