

Robyn Keriazes

From: Will Goodwin
Sent: Wednesday, 18 December 2019 10:06 am
To: [REDACTED]; [REDACTED]; Cristina Billett; Sarah Owen
Subject: FW: CONFIDENTIAL - NOT FOR ONWARD DISTRIBUTION

FYI... [REDACTED] for you to advise when we catch up at lunch

From: [REDACTED] <[REDACTED]@jarden.co.nz>
Sent: Wednesday, 18 December 2019 10:03 AM
To: Will Goodwin <[REDACTED]>
Cc: [REDACTED] <[REDACTED]@jarden.co.nz>; [REDACTED] <[REDACTED]@jarden.co.nz>
Subject: CONFIDENTIAL - NOT FOR ONWARD DISTRIBUTION

Alert: External Email.

Will,

Further to the voicemail I left you a moment ago, we would like to arrange a time for you to meet with Kim Ellis, Chair of MET in person tomorrow at Jarden's offices. This would involve bringing you across the wall for a day. Can you please advise availability to [REDACTED] between 9am and 12pm tomorrow?

Ahead of the meeting, please acknowledge confirmation of the below.

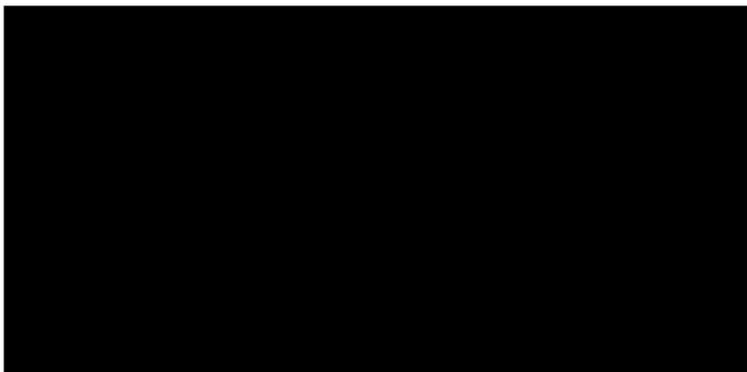
You confirm that during our discussions tomorrow we will disclose to you on a confidential basis certain confidential information in relation to a Non-Binding Indicative Proposal received by Metlifecare Limited ("MET") that is not generally available and is expected to be price sensitive ("Information"). In us agreeing to disclose that information to you, you agree to comply with the following restrictions:

- You must not disclose the Information to anyone within your firm (other than on a need-to-know basis and after they have agreed to be subject to these restrictions) or outside your firm.*
- While you are in possession of the Information and it remains both not generally available and price-sensitive, you must comply with the "insider trading" provisions set out in Subpart 2 of Part 5 of the Financial Markets Conduct Act 2013 (NZ) and, to the extent applicable, any corresponding insider trading laws in the jurisdiction in which you are situated.*
- You are restricted from communicating this Information to anyone else, dealing, entering into an agreement in respect of a dealing or effecting any other transaction in any financial products (including loans or derivatives) or procuring or encouraging anyone else to do so.*
- You should also check with your internal legal / compliance department or officers regarding your responsibility with respect to the Information (as long as they agree to be subject to these restrictions as well).*

These restrictions will continue until the Information is made generally available or is no longer material or price-sensitive or you are otherwise informed that the transaction is no longer proceeding. It is currently anticipated that the Information will be made public by disclosure to NZX and ASX on or before 20 December 2019. If you have any questions about the Information you will receive, please contact myself. Your usual contacts at Jarden may not be privy to the Information that we have provided.

Please remember that by accepting the Information, you agree to become an insider and confirm that you understand, and agree to comply with, the restrictions set out above.

Regards,



From: [REDACTED]
To: [Cristina Billett](#)
Cc: [Will Goodwin](#)
Subject: FW: Metlifecare
Date: Monday, 18 May 2020 8:14:48 pm
Attachments: [image003.png](#)
[image004.png](#)
[image005.png](#)
[image006.png](#)
[image008.png](#)
[image009.png](#)
[image001.jpg](#)

Cristina,

FYI below - No rush tonight in getting the entity names in (unless you're jammed in the morning).

From: [REDACTED] <[REDACTED]@jarden.co.nz>
Sent: Monday, 18 May 2020 8:11 PM
To: [REDACTED] <[REDACTED]>
Subject: Re: Metlifecare

Alert: External Email. If unknown sender or email address do not click links/attachments and never give out your username or password.

Thanks [REDACTED], tomorrow morning is ok.

Will come back separately tomorrow morning on how / when this will be released (as we are rounding up the other investors currently).

From: [REDACTED] <[REDACTED]>
Sent: Monday, May 18, 2020 7:59 PM
To: [REDACTED]
Subject: RE: Metlifecare

[REDACTED]

Can you pls confirm when you need a final signed version by (tonight / tomorrow morning) so I can coordinate signing processes etc.

Can you also just confirm how and when this would be released.

Regards,

[REDACTED]

From: Clive Mathieson <[REDACTED]>
Sent: Monday, 18 May 2020 7:37 PM
To: [REDACTED] <[REDACTED]>; Roger Wallis

< >; < >; Will
Goodwin < >; < >
< >
Cc: < > < > >; Cristina Billett
< >
Subject: Re: Metlifecare

Alert: External Email. If unknown sender or email address do not click links/attachments and never give out your username or password.

Ok with me.

Clive Mathieson
Partner

☎ +61 (0) 2 8306 4244
☎ 0411 888 425
☎ clive@catoandclive.com
☎ catoandclive.com

☎

From: < >
Date: Monday, 18 May 2020 at 5:33 pm
To: Roger Wallis < >, < >
< >, Will Goodwin < >, < >
< >
Cc: < > < > >, Clive Mathieson
< >, Cristina Billett < >
Subject: Re: Metlifecare

I am ok

Get

< >

Managing Director, Head of Investment Banking

+64 9 302 5538 +64 21 438 898 +64 9 302 5580

Level 39, ANZ Centre, 23-29 Albert Street, Auckland, PO Box 5333

?

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From: Roger Wallis <[REDACTED]>
Sent: Monday, May 18, 2020 6:53:17 PM
To: [REDACTED] <[REDACTED]>; Will Goodwin <[REDACTED]>
Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>
[REDACTED] >; Clive Mathieson ([REDACTED]) <[REDACTED]>;
Cristina Billett <[REDACTED]>
Subject: RE: Metlifecare

Thanks [REDACTED], I don't have any concerns with that from a MET legal perspective – [REDACTED]/Clive to confirm happy also.

Ngā mihi | regards

From: [REDACTED] <[REDACTED]>
Sent: Monday, 18 May 2020 6:33 PM
To: Will Goodwin <[REDACTED]>; [REDACTED] <[REDACTED]>
Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>
[REDACTED] >; Roger Wallis <[REDACTED]>; [REDACTED] <[REDACTED]>
([REDACTED]) <[REDACTED]>; Cristina Billett <[REDACTED]>
<[REDACTED]>
Subject: RE: Metlifecare

[REDACTED]

See attached a marked-up version of the support statement that NZSF would be willing to provide. Please let us know if you have any questions. I'd just note that there will be one further minor addition to the statement that will clarify the specific entity that holds the shares in Metlifecare that our legal team will revert with over the next couple hours – a technical addition only.

If you can confirm you're happy with the amendments, we can arrange for the support letter to be signed etc.

Regards,

[REDACTED]

From: Will Goodwin <[REDACTED]>
Sent: Monday, 18 May 2020 5:37 PM
To: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>
Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>; 'Roger.Wallis@chapmantripp.com' <[REDACTED]>; Clive Mathieson ([REDACTED]) <[REDACTED]>
Subject: Re: Metlifecare

[REDACTED] - [REDACTED] will be in touch with some revised wording.

Will
Get

From: [REDACTED] <[REDACTED]>
Sent: Monday, May 18, 2020 2:46:24 PM
To: Will Goodwin <[REDACTED]>
Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>; 'Roger.Wallis@chapmantripp.com' <[REDACTED]>; Clive Mathieson ([REDACTED]) <[REDACTED]>
Subject: RE: Metlifecare

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Will,

Just touching base to see how you were getting on with providing the letter of support.

Thanks

[REDACTED]

From: [REDACTED]

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The Board of Metlifecare
C/O Chairman Mr Kim Ellis
Level 4, 20 Kent Street
Newmarket
Auckland, 1023

BY EMAIL

19 May 2020

Support for Metlifecare Board action to enforce SIA

On behalf of New Zealand Superannuation Fund Nominees Limited who currently owns 42,363,688 of Metlifecare's issued shares, given the public statements made to date by Metlifecare, we strongly support the actions taken by the Board of Metlifecare to seek orders to compel Asia Pacific Village Group Limited and the EQT Infrastructure IV Funds to fulfil their obligations under the Scheme Implementation Agreement (SIA) and Equity Commitment Letter.

While we are disappointed this matter will have to be determined in court, we believe, based on the public statements made to date by Metlifecare, that such an action is necessary to protect the interests of the company and its shareholders.

We confirm that it is our current intention¹ to vote in favour of the scheme plan if it is put to Metlifecare shareholders.

We hope this matter can be resolved quickly and equitably for the benefit of Metlifecare and its shareholders.

Yours sincerely,



Will Goodwin
Head of Direct Investments

On behalf of Guardians of New Zealand Superannuation as manager and administrator of the New Zealand Superannuation Fund.

¹ As such, we have the right to change our intentions in the future, or to transfer our shares or other economic interest in Metlifecare shares prior to the vote.

From: [REDACTED]
To: [REDACTED]; Roger Wallis
Cc: [REDACTED]; [REDACTED]; Clive Mathieson (clive@catoandclive.com); Cristina Billett; Will Goodwin
Subject: RE: Metlifecare
Date: Tuesday, 19 May 2020 8:13:21 pm
Attachments: image001.png
NZSF Support Letter - Metlifecare - 19 May 2020.pdf

[REDACTED]

See attached the signed letter of support. With regards to the draft announcement and the inclusion of a quote from Will (as currently drafted), in principle this is probably ok, but let us confirm with a couple people first. We've got an early morning call on another matter with the relevant people so can address this then as well and come back to you after that.

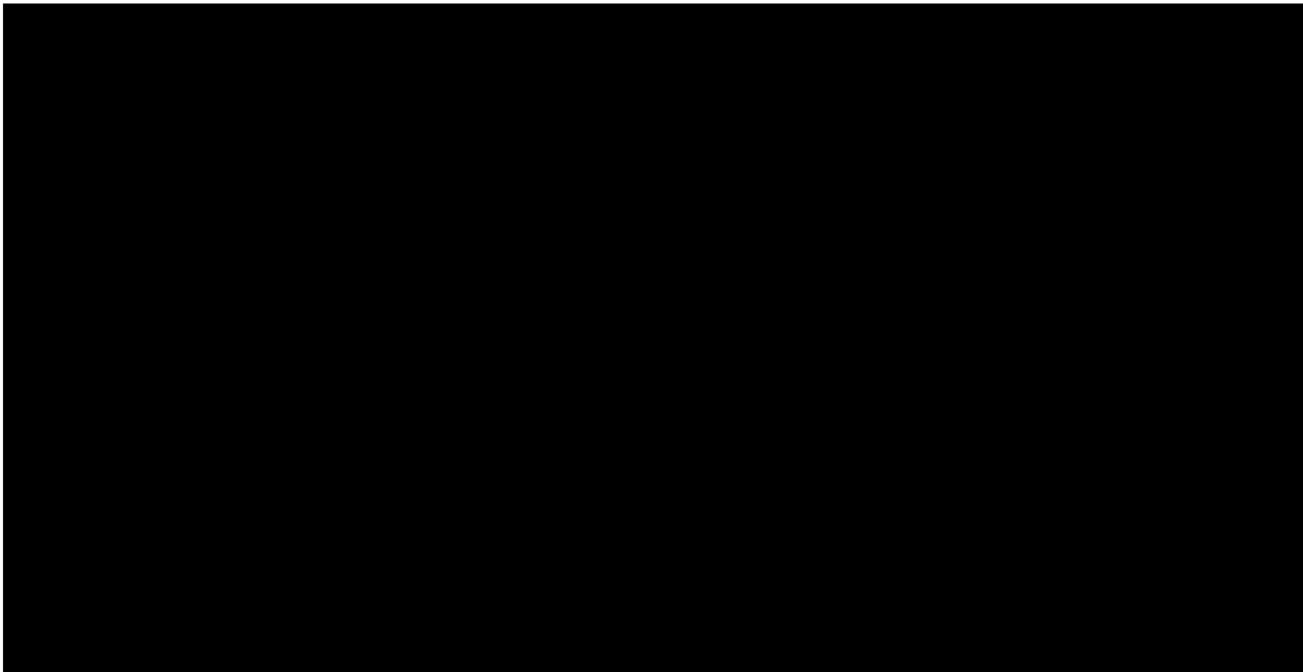
Regards,

[REDACTED]

From: [REDACTED] <[REDACTED]@jarden.co.nz>
Sent: Tuesday, 19 May 2020 6:29 PM
To: Roger Wallis <Roger.Wallis@chapmantripp.com>; [REDACTED]
<[REDACTED]>
Cc: [REDACTED] <[REDACTED]@jarden.co.nz>; [REDACTED] <[REDACTED]@jarden.co.nz>; Clive Mathieson (clive@catoandclive.com) <clive@catoandclive.com>; Cristina Billett <[REDACTED]>; Will Goodwin <[REDACTED]>
Subject: RE: Metlifecare

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Will, [REDACTED]



Thanks

From: Roger Wallis <[REDACTED]>
Sent: Tuesday, 19 May 2020 12:28 PM
To: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>
Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>; Clive Mathieson ([REDACTED]) <[REDACTED]>; Cristina Billett <[REDACTED]>; Will Goodwin <[REDACTED]>
Subject: RE: Metlifecare

[REDACTED], we'll get some instructions. The other letters are similar but not identical. My thinking is we are better not to attach them but I will discuss that with Clive and [REDACTED] and revert.

Ngā mihi | regards

From: [REDACTED] <[REDACTED]>
Sent: Tuesday, 19 May 2020 12:26 PM
To: [REDACTED] <[REDACTED]>
Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>; Roger Wallis <[REDACTED]>; Clive Mathieson ([REDACTED]) <[REDACTED]>; Cristina Billett <[REDACTED]>; Will Goodwin <[REDACTED]>
Subject: RE: Metlifecare

[REDACTED]

Regards,

[REDACTED]

From: [REDACTED]

Sent: Monday, 18 May 2020 6:33 PM

To: Will Goodwin <[REDACTED]>; [REDACTED]
<[REDACTED]>

Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>;
[REDACTED] <[REDACTED]>; 'Roger.Wallis@chapmantripp.com' <[REDACTED]>;
Clive Mathieson ([REDACTED]) <[REDACTED]>; Cristina Billett
<[REDACTED]>

Subject: RE: Metlifecare

[REDACTED]

See attached a marked-up version of the support statement that NZSF would be willing to provide. Please let us know if you have any questions. I'd just note that there will be one further minor addition to the statement that will clarify the specific entity that holds the shares in Metlifecare that our legal team will revert with over the next couple hours – a technical addition only.

If you can confirm you're happy with the amendments, we can arrange for the support letter to be signed etc.

Regards,

[REDACTED]

From: Will Goodwin <[REDACTED]>

Sent: Monday, 18 May 2020 5:37 PM

To: [REDACTED] <[REDACTED]>; [REDACTED]
<[REDACTED]>

Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>;
[REDACTED] <[REDACTED]>; 'Roger.Wallis@chapmantripp.com' <[REDACTED]>;
Clive Mathieson ([REDACTED]) <[REDACTED]>

Subject: Re: Metlifecare

[REDACTED] - [REDACTED] will be in touch with some revised wording.

Will
Get

From: [REDACTED] <[REDACTED]>
Sent: Monday, May 18, 2020 2:46:24 PM
To: Will Goodwin <[REDACTED]>
Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>;
[REDACTED] <[REDACTED]>; 'Roger.Wallis@chapmantripp.com' <[REDACTED]>;
Clive Mathieson ([REDACTED]) <[REDACTED]>
Subject: RE: Metlifecare

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Will,

Just touching base to see how you were getting on with providing the letter of support.

Thanks

[REDACTED]

From: [REDACTED]
Sent: Monday, 18 May 2020 9:02 AM
To: [REDACTED] <[REDACTED]>
Cc: [REDACTED] <[REDACTED]>; 'Roger.Wallis@chapmantripp.com' <[REDACTED]>;
<[REDACTED]>; 'Clive Mathieson ([REDACTED])' <[REDACTED]>
<[REDACTED]>
Subject: RE: Metlifecare

Will,

Please find attached a slightly updated version of the support statement, following feedback from a couple of other investors. Also not, it looks like other investor are likely to send us separate supporting statements rather than appear on the same statement together.

Regards

From: [REDACTED]
Sent: Sunday, 17 May 2020 2:40 PM
To: [REDACTED]
Cc: Mark Binns <[REDACTED]>; Kim Ellis <[REDACTED]>; Carolyn Steele <[REDACTED]>;
[REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>;
'Roger.Wallis@chapmantripp.com' <[REDACTED]>; Clive Mathieson <[REDACTED]>;
([REDACTED]) <[REDACTED]>; [REDACTED] <[REDACTED]>
<[REDACTED]>
Subject: Metlifecare

Will,

Further to previous discussions, please find attached the draft shareholder support statement. As part of this, we would need confirmation of the exact number of shares that each signing investor holds as beneficial or economic owners.

Mark Binns will call you later today to discuss.

Regards



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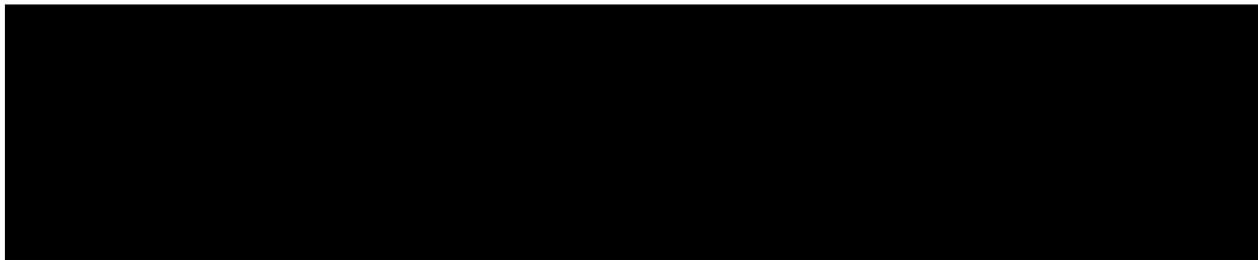
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From: Roger Wallis
To: Cristina Billett; [REDACTED]
Cc: [REDACTED]; [REDACTED]; Clive Mathieson (clive@catoandclive.com); Will Goodwin; [REDACTED]; Joe Windmeyer; Matt Kersey
Subject: RE: Metlifecare
Date: Thursday, 21 May 2020 8:49:38 am
Attachments: image001.png

Alert: External Email. If unknown sender or email address do not click links/attachments and never give out your username or password.

Thanks for the prompt response Cristina,

Ngā mihi | regards



From: Cristina Billett <[REDACTED]>
Sent: Thursday, 21 May 2020 8:47 AM
To: Roger Wallis <Roger.Wallis@chapmantripp.com>; [REDACTED]
<[REDACTED]>
Cc: [REDACTED] <[REDACTED]@jarden.co.nz>; [REDACTED] <[REDACTED]@jarden.co.nz>; Clive Mathieson (clive@catoandclive.com) <clive@catoandclive.com>; Will Goodwin <[REDACTED]>; [REDACTED] <[REDACTED]@jarden.co.nz>; Joe Windmeyer <[REDACTED]@russellmcveagh.com>; Matt Kersey <[REDACTED]@russellmcveagh.com>
Subject: RE: Metlifecare

Roger,



Regards,

Cristina Billett

From: Roger Wallis <[REDACTED]>
Sent: Wednesday, 20 May 2020 2:51 PM
To: [REDACTED] <[REDACTED]>
Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>; Clive Mathieson (clive@catoandclive.com) <clive@catoandclive.com>

Cristina Billett <[REDACTED]>; Will Goodwin <[REDACTED]>;
<[REDACTED]>

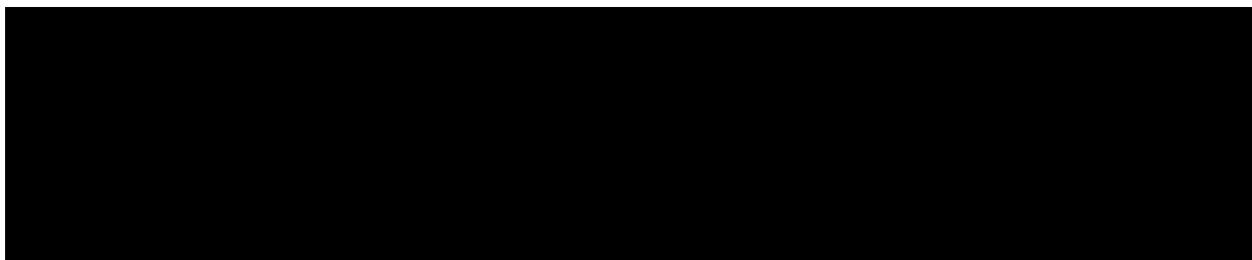
Subject: RE: Metlifecare

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[REDACTED], thanks.

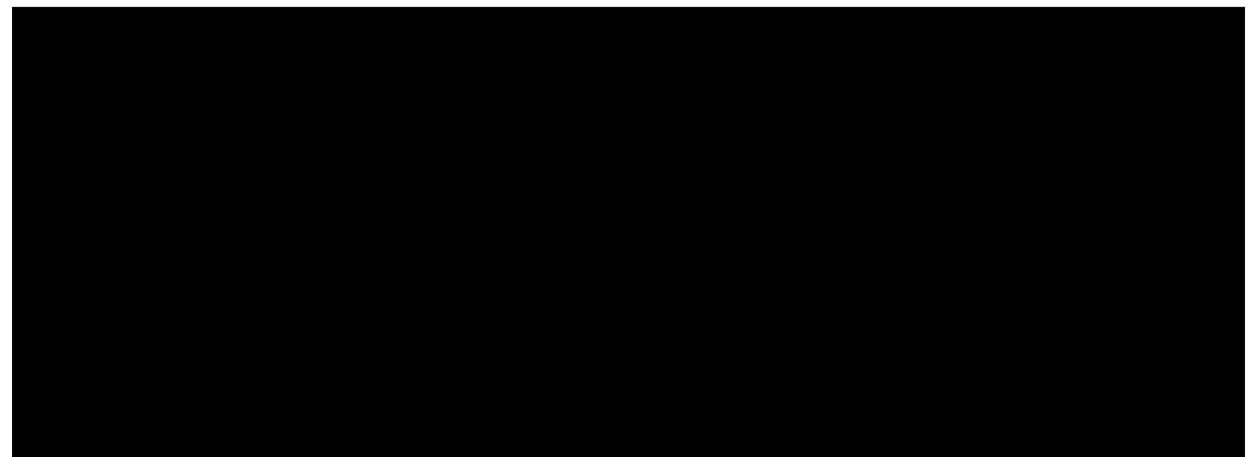
Just checking whether you had reached a landing on whether NZSF intends to file a notice of appearance in the litigation – I understand Matt Kersey from Russell McVeagh have talked with our litigation team and Stephen Hunter QC.

Ngā mihi | regards



From: [REDACTED] <[REDACTED]>
Sent: Tuesday, 19 May 2020 12:26 PM
To: [REDACTED] <[REDACTED]>
Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>; Roger Wallis <[REDACTED]>; Clive Mathieson <[REDACTED]>; Cristina Billett <[REDACTED]>; Will Goodwin <[REDACTED]>
Subject: RE: Metlifecare

[REDACTED]



Regards,

[REDACTED]

From: [REDACTED]
Sent: Monday, 18 May 2020 6:33 PM
To: Will Goodwin <[REDACTED]>; [REDACTED]
<[REDACTED]>
Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>
[REDACTED] >; 'Roger.Wallis@chapmantripp.com' <[REDACTED]>;
Clive Mathieson ([REDACTED]) <[REDACTED]>; Cristina Billett
<[REDACTED]>
Subject: RE: Metlifecare

[REDACTED]

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To: [REDACTED] <[REDACTED]>; [REDACTED]
<[REDACTED]>
Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>
[REDACTED] >; 'Roger.Wallis@chapmantripp.com' <[REDACTED]> >;
Clive Mathieson ([REDACTED]) <[REDACTED]>
Subject: Re: Metlifecare

[REDACTED] - [REDACTED] will be in touch with some revised wording.

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Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>
[REDACTED] >; 'Roger.Wallis@chapmantripp.com' <[REDACTED]> >;
Clive Mathieson ([REDACTED]) <[REDACTED]>
Subject: RE: Metlifecare

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Thanks

[Redacted]

From: [Redacted]
Sent: Monday, 18 May 2020 9:02 AM
To: [Redacted] <[Redacted]>
Cc: [Redacted] <[Redacted]>; 'Roger.Wallis@chapmantripp.com' <[Redacted]>; 'Clive Mathieson' <[Redacted]>
<[Redacted]>
Subject: RE: Metlifecare

Will,

Please find attached a slightly updated version of the support statement, following feedback from a couple of other investors. Also not, it looks like other investor are likely to send us separate supporting statements rather than appear on the same statement together.

Regards

From: [Redacted]
Sent: Sunday, 17 May 2020 2:40 PM
To: [Redacted]
Cc: Mark Binns <[Redacted]>; Kim Ellis <[Redacted]>; Carolyn Steele <[Redacted]>; [Redacted] <[Redacted]>; [Redacted] <[Redacted]>; 'Roger.Wallis@chapmantripp.com' <[Redacted]>; Clive Mathieson <[Redacted]>
<[Redacted]>
Subject: Metlifecare

Will,

Further to previous discussions, please find attached the draft shareholder support statement. As part of this, we would need confirmation of the exact number of shares that each signing investor holds as beneficial or economic owners.

Mark Binns will call you later today to discuss.

Regards

[Redacted]

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From: [Will Goodwin](#)
To: [Cristina Billett](#); [REDACTED]
Subject: RE: Metlifecare
Date: Wednesday, 20 May 2020 3:56:05 pm
Attachments: [image001.png](#)

confirmed

From: Cristina Billett <[REDACTED]>
Sent: Wednesday, 20 May 2020 3:28 PM
To: [REDACTED] <[REDACTED]>; Will Goodwin <[REDACTED]>
Subject: RE: Metlifecare

Yes apologies its been a bit disjointed but I did quickly catch up with Will on this point yesterday. I know Will is not available until 5 so I will get him to confirm again before I send the email to Roger. I also spoke to Sarah about this and that is her view.

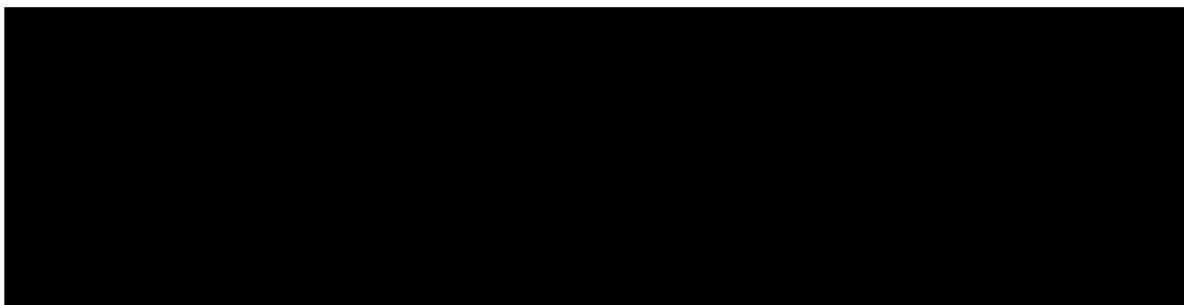
Cristina

From: [REDACTED] <[REDACTED]>
Sent: Wednesday, 20 May 2020 3:26 PM
To: Cristina Billett <[REDACTED]>; Will Goodwin <[REDACTED]>
Subject: RE: Metlifecare

Sounds good to me if that's where we got to.

From: Cristina Billett <[REDACTED]>
Sent: Wednesday, 20 May 2020 3:12 PM
To: [REDACTED] <[REDACTED]>; Will Goodwin <[REDACTED]>
Subject: FW: Metlifecare

Hi



C

From: Roger Wallis <[REDACTED]>

Sent: Wednesday, 20 May 2020 2:51 PM

To: [REDACTED] <[REDACTED]>

Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>
[REDACTED] >; Clive Mathieson ([REDACTED]) <[REDACTED]>;
Cristina Billett <[REDACTED]>; Will Goodwin <[REDACTED]>;
[REDACTED] <[REDACTED]> >

Subject: RE: Metlifecare

Alert: External Email. If unknown sender or email address do not click links/attachments and never give out your username or password.

[REDACTED], thanks.

Ngā mihi | regards

From: [REDACTED] <[REDACTED]>

Sent: Tuesday, 19 May 2020 12:26 PM

To: [REDACTED] <[REDACTED]> >

Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>
[REDACTED] >; Roger Wallis <[REDACTED]>; Clive Mathieson
([REDACTED]) <[REDACTED]>; Cristina Billett
<[REDACTED]>; Will Goodwin <[REDACTED]>

Subject: RE: Metlifecare

[REDACTED]

Just while we finalise the letter, we had a few questions we wanted to raise below:

- Will you provide us with a list of the other shareholders that are providing a support letter ahead of the proposed announcement?
- Will you be providing a draft of the proposed release that MET will be making which the letters will be attached to?
- Will the support letters be identical? Am just conscious of the optics of multiple letters that are mostly identical except for a few sentences and whether the market looks to interpret those differences in some way that complicates the overall messaging.

Regards,

[REDACTED]

From: [REDACTED]

Sent: Monday, 18 May 2020 6:33 PM

To: Will Goodwin <[REDACTED]>; [REDACTED]
<[REDACTED]>

Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>
[REDACTED] >; 'Roger.Wallis@chapmantripp.com' <[REDACTED]>;
Clive Mathieson ([REDACTED]) <[REDACTED]>; Cristina Billett
<[REDACTED]>

Subject: RE: Metlifecare

[REDACTED]

See attached a marked-up version of the support statement that NZSF would be willing to provide. Please let us know if you have any questions. I'd just note that there will be one further minor addition to the statement that will clarify the specific entity that holds the shares in Metlifecare that our legal team will revert with over the next couple hours – a technical addition only.

If you can confirm you're happy with the amendments, we can arrange for the support letter to be signed etc.

Regards,

[REDACTED]

From: Will Goodwin <[REDACTED]>

Sent: Monday, 18 May 2020 5:37 PM

To: [REDACTED] <[REDACTED]>; [REDACTED]
<[REDACTED]>

Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>
[REDACTED] >; 'Roger.Wallis@chapmantripp.com' <[REDACTED]>;
Clive Mathieson ([REDACTED]) <[REDACTED]>

Subject: Re: Metlifecare

[REDACTED] - [REDACTED] will be in touch with some revised wording.

Will

Get

From: [REDACTED] <[REDACTED]>

Sent: Monday, May 18, 2020 2:46:24 PM

To: Will Goodwin <[REDACTED]>

Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>
[REDACTED] >; 'Roger.Wallis@chapmantripp.com' <[REDACTED]>;
Clive Mathieson ([REDACTED]) <[REDACTED]>

Subject: RE: Metlifecare

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Will,

Just touching base to see how you were getting on with providing the letter of support.

Thanks

[Redacted]

From: [Redacted]
Sent: Monday, 18 May 2020 9:02 AM
To: [Redacted] <[Redacted]>
Cc: [Redacted] <[Redacted]>; 'Roger.Wallis@chapmantripp.com' <[Redacted]>; 'Clive Mathieson' <[Redacted]>
<[Redacted]>
Subject: RE: Metlifecare

Will,

Please find attached a slightly updated version of the support statement, following feedback from a couple of other investors. Also not, it looks like other investor are likely to send us separate supporting statements rather than appear on the same statement together.

Regards

From: [Redacted]
Sent: Sunday, 17 May 2020 2:40 PM
To: [Redacted]
Cc: Mark Binns <[Redacted]>; Kim Ellis <[Redacted]>; Carolyn Steele <[Redacted]>; [Redacted] <[Redacted]>; [Redacted] <[Redacted]>; 'Roger.Wallis@chapmantripp.com' <[Redacted]>; Clive Mathieson <[Redacted]>; [Redacted] <[Redacted]>
<[Redacted]>
Subject: Metlifecare

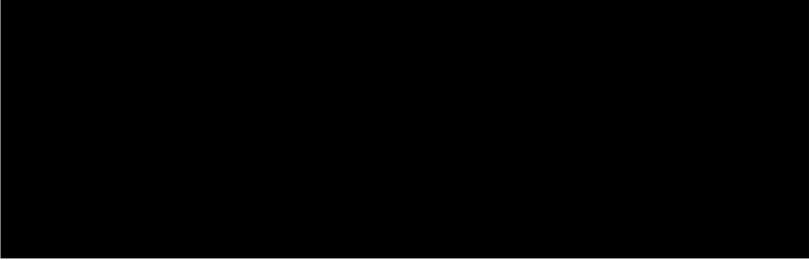
Will,

Further to previous discussions, please find attached the draft shareholder support statement. As part of this, we would need confirmation of the exact number of shares that each signing investor holds as beneficial or economic owners.

Mark Binns will call you later today to discuss.

Regards

[Redacted]



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Robyn Keriazes

From: [REDACTED] <[REDACTED]@jarden.co.nz>
Sent: Tuesday, 19 May 2020 11:49 am
To: [REDACTED]
Subject: RE: Metlifecare

Categories: In eDOCS Sent for filing

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[REDACTED],
Just confirming that the intention is to publish on the NZX and ASX a release outlining the support of large shareholders of court action to support the enforcement of the SIA – with each supporting shareholder named. Attached to this release would be the letters of support provided.

We are aiming to release this tomorrow once we have received the letters of support.

Regards
[REDACTED]

From: [REDACTED] <[REDACTED]@jarden.co.nz>
Sent: Monday, 18 May 2020 8:11 PM
To: [REDACTED] <[REDACTED]>
Subject: Re: Metlifecare

Thanks [REDACTED], tomorrow morning is ok.

Will come back separately tomorrow morning on how / when this will be released (as we are rounding up the other investors currently).

From: [REDACTED] <[REDACTED]>
Sent: Monday, May 18, 2020 7:59 PM
To: [REDACTED]
Subject: RE: Metlifecare

[REDACTED],
Can you pls confirm when you need a final signed version by (tonight / tomorrow morning) so I can coordinate signing processes etc.

Can you also just confirm how and when this would be released.

Regards,
[REDACTED]

From: Clive Mathieson <[REDACTED]>
Sent: Monday, 18 May 2020 7:37 PM
To: [REDACTED] <[REDACTED]>; Roger Wallis <[REDACTED]>

<[redacted]>; Will Goodwin <[redacted]>; [redacted]
<[redacted]>
Cc: [redacted] <[redacted]>; Cristina Billett <[redacted]>
Subject: Re: Metlifecare

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Ok with me.

Clive Mathieson
Partner

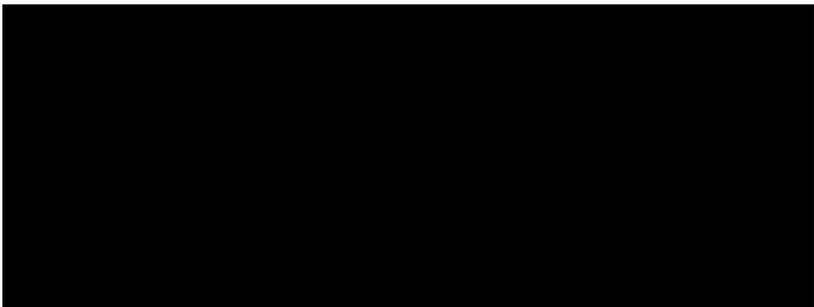
+61 (0) 2 8306 4244
0411 888 425
clive@catoandclive.com
catoandclive.com

cato-clive

From: [redacted] <[redacted]>
Date: Monday, 18 May 2020 at 5:33 pm
To: Roger Wallis <[redacted]>, [redacted] <[redacted]>, Will Goodwin <[redacted]>, [redacted] <[redacted]>
Cc: [redacted] <[redacted]>, Clive Mathieson <[redacted]>, Cristina Billett <[redacted]>
Subject: Re: Metlifecare

I am ok

Get



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From: Roger Wallis <[REDACTED]>
Sent: Monday, May 18, 2020 6:53:17 PM
To: [REDACTED] <[REDACTED]>; Will Goodwin <[REDACTED]>; [REDACTED] <[REDACTED]>
Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>; Clive Mathieson ([REDACTED]) <[REDACTED]>; Cristina Billett <[REDACTED]>
Subject: RE: Metlifecare

Thanks [REDACTED], I don't have any concerns with that from a MET legal perspective - [REDACTED]/Clive to confirm happy also.

Ngā mihi | regards

From: [REDACTED] <[REDACTED]>
Sent: Monday, 18 May 2020 6:33 PM
To: Will Goodwin <[REDACTED]>; [REDACTED] <[REDACTED]>
Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>; Roger Wallis <[REDACTED]>; Clive Mathieson ([REDACTED]) <[REDACTED]>; Cristina Billett <[REDACTED]>
Subject: RE: Metlifecare

[REDACTED]

See attached a marked-up version of the support statement that NZSF would be willing to provide. Please let us know if you have any questions. I'd just note that there will be one further minor addition to the statement that will

clarify the specific entity that holds the shares in Metlifecare that our legal team will revert with over the next couple hours – a technical addition only.

If you can confirm you're happy with the amendments, we can arrange for the support letter to be signed etc.

Regards,

From: Will Goodwin <[REDACTED]>

Sent: Monday, 18 May 2020 5:37 PM

To: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>

Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>;

'Roger.Wallis@chapmantripp.com' <[REDACTED]>; Clive Mathieson ([REDACTED])

<[REDACTED]>

Subject: Re: Metlifecare

[REDACTED] - [REDACTED] will be in touch with some revised wording.

Will

Get

From: [REDACTED] <[REDACTED]>

Sent: Monday, May 18, 2020 2:46:24 PM

To: Will Goodwin <[REDACTED]>

Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>;

'Roger.Wallis@chapmantripp.com' <[REDACTED]>; Clive Mathieson ([REDACTED])

<[REDACTED]>

Subject: RE: Metlifecare

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Will,

Just touching base to see how you were getting on with providing the letter of support.

Thanks

From: [REDACTED]

Sent: Monday, 18 May 2020 9:02 AM

To: [REDACTED] <[REDACTED]>

Cc: [redacted] <[redacted]> >; 'Roger.Wallis@chapmantripp.com'
<[redacted]> >; 'Clive Mathieson (' <[redacted]> >
Subject: RE: Metlifecare

Will,

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Regards

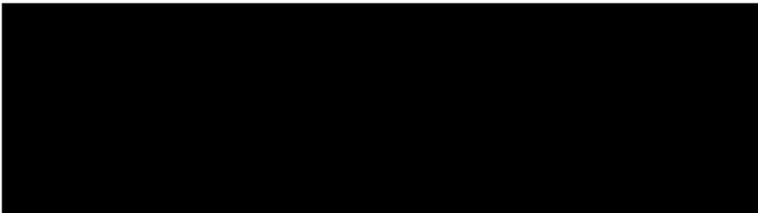
From: [redacted]
Sent: Sunday, 17 May 2020 2:40 PM
To: [redacted]
Cc: Mark Binns <[redacted]>; Kim Ellis <[redacted]>; Carolyn Steele ([redacted]) >; 'Roger.Wallis@chapmantripp.com' <[redacted]>; [redacted] <[redacted]>; Clive Mathieson ([redacted]) <[redacted]>
Subject: Metlifecare

Will,

Further to previous discussions, please find attached the draft shareholder support statement. As part of this, we would need confirmation of the exact number of shares that each signing investor holds as beneficial or economic owners.

Mark Binns will call you later today to discuss.

Regards



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MEDIA RELEASE
20 MAY 2020

METLIFECARE SUBSTANTIAL SHAREHOLDERS SUPPORT COURT ACTION TO ENFORCE SIA

The largest shareholders in Metlifecare Limited (NZX: MET, ASX: MEQ) have confirmed their strong support for the actions taken by Board to compel Asia Pacific Village Group Limited (**APVG**) to fulfil its contractual obligations under the Scheme Implementation Agreement (**SIA**) entered on 29 December 2019. APVG is an entity owned by EQT Infrastructure IV fund and managed by EQT Fund Management S.à.r.l..

The Guardians of the New Zealand Superannuation Fund (**NZ Super**), the Accident Compensation Corporation (**ACC**) [and] Hong Kong-based investor Maso Capital [+ others?], which together represent economic or beneficial ownership exceeding 31.4 per cent of Metlifecare shares, have endorsed through written confirmations provided to Metlifecare the recent decision by the Board of Metlifecare to file a Statement of Claim in the High Court of New Zealand to challenge the validity of APVG's notice to terminate the SIA.

The shareholders each also confirmed that it was their current intention¹ to vote in favour of the scheme plan if it is put to shareholders.

NZ Super Head of Direct Investments, Will Goodwin, said: "While we are disappointed this matter will have to be determined in court, we believe, based on the public statements made to date by Metlifecare, that such an action is necessary to protect the interests of the company and its shareholders ... We hope this matter can be resolved quickly and equitably for the benefit of Metlifecare and its shareholders."

Metlifecare filed the Statement of Claim on 15 May 2020. The matter is expected to initially be heard in the High Court on 28 May 2020, at which time Metlifecare will make a request for an expedited court timetable.

The proceeding reiterates the reasons why Metlifecare considers there is no lawful basis to terminate the SIA, namely that no Material Adverse Change has occurred and that there have been no prescribed occurrences that would permit APVG to terminate the SIA. Metlifecare is seeking orders to compel APVG and the EQT Infrastructure IV fund to fulfil their obligations under the SIA and an Equity Commitment Letter.

The 28 May hearing will also consider Metlifecare's separate proceeding applying for initial orders to call a meeting of its shareholders to vote on the scheme plan contemplated by the SIA. Subject to the approval of the court, Metlifecare anticipates holding the shareholder meeting to consider the scheme plan in late June or early July.

Metlifecare Chairman Kim Ellis said: "We welcome the support of our major shareholders for court action we should never have been forced to take. Like them, the Board of Metlifecare remains strongly committed to the successful completion of the Scheme."

¹ The shareholders retain the right to change their intentions in the future, or to transfer their shares or other economic interest in Metlifecare shares prior to the vote

Metlifecare shareholders do not need to take any action at this time.

This announcement is authorised for release to the market by the Board of Metlifecare Limited.

Ends

For more information please contact:

Clive Mathieson

clive@catoandclive.com

Mobile: +61 411 888 425

About Metlifecare

Metlifecare is a leading New Zealand owner and operator of retirement villages, providing rewarding lifestyles and outstanding care to more than 5,600 New Zealanders. Established in 1984, it currently owns and operates a portfolio of 25 villages in areas with strong local economies, supportive demographics and high median house prices, located predominantly in New Zealand's upper North Island.

From: Clive Mathieson
To: [REDACTED]; Roger Wallis; [REDACTED]
Cc: [REDACTED]; [REDACTED]; Cristina Billett; Will Goodwin
Subject: Re: Metlifecare
Date: Tuesday, 19 May 2020 6:34:45 pm
Attachments: image001.png
image641856.png
image512286.png
image929738.png
image443741.png
image774141.jpg
AKLDOC01-#7805657-v1-Tidapa - shareholder support release.DOCX.docx

Alert: External Email. If unknown sender or email address do not click links/attachments and never give out your username or password.

All,
Use this updated version of the draft release.
All the best,
Clive

Clive Mathieson
Partner

- ☒ +61 (0) 2 8306 4244
- ☒ 0411 888 425
- ☒ clive@catoandclive.com
- ☒ catoandclive.com

☒

From: [REDACTED] <[REDACTED]@jarden.co.nz>
Date: Tuesday, 19 May 2020 at 4:29 pm
To: Roger Wallis <Roger.Wallis@chapmantripp.com>, [REDACTED]
<[REDACTED]>
Cc: [REDACTED] <[REDACTED]@jarden.co.nz>, [REDACTED] <[REDACTED]@jarden.co.nz>, Clive Mathieson <clive@catoandclive.com>, Cristina Billett <[REDACTED]>, Will Goodwin <[REDACTED]>
Subject: RE: Metlifecare
Will, [REDACTED]
[REDACTED]

Thanks

From: Roger Wallis <Roger.Wallis@chapmantripp.com>

Sent: Tuesday, 19 May 2020 12:28 PM

To: <>; <>
<>@jarden.co.nz

Cc: <>@jarden.co.nz; <>
<>@jarden.co.nz; Clive Mathieson (clive@catoandclive.com) <clive@catoandclive.com>;
Cristina Billett <>; Will Goodwin <>

Subject: RE: Metlifecare

, we'll get some instructions. The other letters are similar but not identical. My thinking is we are better not to attach them but I will discuss that with Clive and and revert.

Ngā mihi | regards

From: <>

Sent: Tuesday, 19 May 2020 12:26 PM

To: <>

Cc: <>; <>
>; Roger Wallis <>>; Clive Mathieson
(<>) <>>; Cristina Billett
<>>; Will Goodwin <>>

Subject: RE: Metlifecare

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<[REDACTED]>

Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>
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Clive Mathieson ([REDACTED]) <[REDACTED]>; Cristina Billett
<[REDACTED]>

Subject: RE: Metlifecare

[REDACTED]

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<[REDACTED]>

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[REDACTED] >; 'Roger.Wallis@chapmantripp.com' <[REDACTED]>;
Clive Mathieson ([REDACTED]) <[REDACTED]>

Subject: Re: Metlifecare

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Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>
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Clive Mathieson ([REDACTED]) <[REDACTED]>

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<[REDACTED]>; 'Clive Mathieson ('

<[REDACTED]>

Subject: RE: Metlifecare

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To: [REDACTED]

Cc: Mark Binns <[REDACTED]>; Kim Ellis <[REDACTED]>; Carolyn Steele

[REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>;

'Roger.Wallis@chapmantripp.com' <[REDACTED]>; Clive Mathieson

([REDACTED]) <[REDACTED]>; [REDACTED] <[REDACTED]>

<[REDACTED]>

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Regards

[REDACTED]

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MEDIA RELEASE

20 MAY 2020

TOP METLIFECARE SHAREHOLDERS SUPPORT COURT ACTION TO ENFORCE SIA

The largest shareholders in Metlifecare Limited (NZX: MET, ASX: MEQ) have publicly expressed their strong support for the actions taken by the Board to compel Asia Pacific Village Group Limited (**APVG**) to fulfil its contractual obligations under the Scheme Implementation Agreement (**SIA**) entered into on 29 December 2019. APVG is an entity owned by EQT Infrastructure IV fund and managed by EQT Fund Management S.à.r.l..

New Zealand Government institutions, Guardians of New Zealand Superannuation (NZ Super) and Accident Compensation Corporation (**ACC**) and Hong Kong-based investor Maso Capital [+ others?], which together represent economic or beneficial ownership of 31.4 per cent of Metlifecare shares on issue, have endorsed the decision by the Board of Metlifecare to file a Statement of Claim in the High Court of New Zealand to challenge the validity of APVG's notice to terminate the SIA.

The shareholders also confirmed that it was their current intention¹ to vote in favour of the scheme plan if it is put to shareholders.

NZ Super's [who?] said: "While we are disappointed this matter will have to be determined in court, we believe, based on the public statements made to date by Metlifecare, that such an action is necessary to protect the interests of the company and its shareholders ... We hope this matter can be resolved quickly and equitably for the benefit of Metlifecare and its shareholders."

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Metlifecare Chairman Kim Ellis said: "We welcome the support of our major shareholders for court action we should never have been forced to take. Like them, the Board of Metlifecare remains strongly committed to the successful completion of the Scheme."

Metlifecare shareholders do not need to take any action at this time.

This announcement is authorised for release to the market by the Board of Metlifecare Limited.

¹ The shareholders retain the right to change their intentions in the future, or to transfer their shares or other economic interest in Metlifecare shares prior to the vote

Ends

For more information please contact:

Clive Mathieson

clive@catoandclive.com

Mobile: +61 411 888 425

About Metlifecare

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[18] May 2020

Support for Metlifecare Board action to enforce SIA

As an investor currently representing beneficial or economic ownership of [42,363,688] of Metlifecare's issued shares, given the public statements made to date by Metlifecare, we strongly support the actions taken by the Board of Metlifecare to seek orders to compel Asia Pacific Village Group Limited and the EQT Infrastructure IV Funds to fulfil their obligations under the Scheme Implementation Agreement (SIA) and Equity Commitment Letter.

While we are disappointed this matter will have to be determined in court, we believe, based on the public statements made to date by Metlifecare, that such an action is necessary to protect the interests of the company and its shareholders.

We confirm that it is our current intention¹ to vote in favour of the scheme plan if it is put to Metlifecare shareholders.

We hope this matter can be resolved quickly and equitably for the benefit of Metlifecare and its shareholders.

[name of supporting investor]

¹ As such, we have the right to change our intentions in the future, or to transfer our shares or other economic interest in Metlifecare shares prior to the vote.

[18] May 2020

Support for Metlifecare Board action to enforce SIA

As an investor currently representing beneficial or economic ownership of [*number of shares*] of Metlifecare's issued shares, we strongly support the actions taken by the Board of Metlifecare to compel Asia Pacific Village Group Limited and the EQT Infrastructure IV Funds to fulfil their obligations under the Scheme Implementation Agreement (SIA) and Equity Commitment Letter.

While we are disappointed this matter will have to be determined in court, we believe the Board of Metlifecare was left with no choice but to take this action to protect the interests of the company and its shareholders.

We confirm that it is our current intention¹ to vote in favour of the scheme plan if it is put to Metlifecare shareholders.

We hope this matter can be resolved quickly and equitably for the benefit of Metlifecare and its shareholders.

[name of supporting investor]

¹ As such, we have the right to change our intentions in the future, or to transfer our shares or other economic interest in Metlifecare shares prior to the vote.

Robyn Keriazes

From: [REDACTED] <[REDACTED]@jarden.co.nz>
Sent: Monday, 18 May 2020 9:02 am
To: Will Goodwin
Cc: [REDACTED]; 'Roger.Wallis@chapmantripp.com'; Clive Mathieson (clive@catoandclive.com)
Subject: RE: Metlifecare
Attachments: AKLDOC01-#7801943-v2-Tidapa_-_Metlifecare_shareholders__supporting_statement.DOCX
Categories: In eDOCS Sent for filing

Alert: External Email. If unknown sender or email address do not click links/attachments and never give out your username or password.

Will,

Please find attached a slightly updated version of the support statement, following feedback from a couple of other investors. Also not, it looks like other investor are likely to send us separate supporting statements rather than appear on the same statement together.

Regards

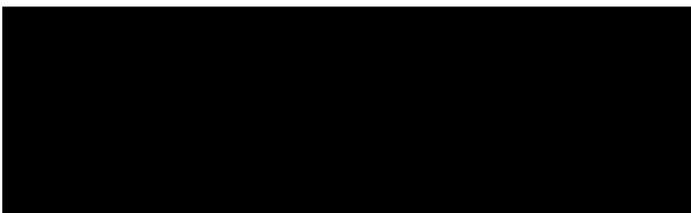
From: [REDACTED]
Sent: Sunday, 17 May 2020 2:40 PM
To: [REDACTED]
Cc: Mark Binns <[REDACTED]>; Kim Ellis <kim.ellis@rbe.co.nz>; Carolyn Steele ([REDACTED]) <[REDACTED]>; [REDACTED] <[REDACTED]@jarden.co.nz>; 'Roger.Wallis@chapmantripp.com' <Roger.Wallis@chapmantripp.com>; Clive Mathieson (clive@catoandclive.com) <clive@catoandclive.com>; [REDACTED] <[REDACTED]@jarden.co.nz>
Subject: Metlifecare

Will,

Further to previous discussions, please find attached the draft shareholder support statement. As part of this, we would need confirmation of the exact number of shares that each signing investor holds as beneficial or economic owners.

Mark Binns will call you later today to discuss.

Regards



Robyn Keriazes

From: mark binns <[REDACTED]>
Sent: Wednesday, 15 April 2020 7:12 pm
To: Will Goodwin
Subject: Re: EQT

Categories: In eDOCS Sent for filing

Alert: External Email. If unknown sender or email address do not click links/attachments and never give out your username or password.

Giddy Will . Now is fine.

Mark

On Wed, 15 Apr 2020 at 7:11 PM, Will Goodwin <[REDACTED]> wrote:

Hi - let me know if this evening is ok for a call (kids are now in bed) - otherwise will call tomorrow morning.

Cheers

Will

Get [Outlook for iOS](#)

From: Mark Binns <[REDACTED]>
Sent: Wednesday, April 15, 2020 4:54:23 PM
To: Will Goodwin <[REDACTED]>
Subject: EQT

Alert: External Email. If unknown sender or email address do not click links/attachments and never give out your username or password.

Will,

Can you call when you have a moment.

Sent from my iPhone

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Robyn Keriazes

From: [REDACTED] <[REDACTED]@jarden.co.nz>
Sent: Sunday, 17 May 2020 2:40 pm
To: Will Goodwin
Cc: Mark Binns; Kim Ellis; Carolyn Steele ([REDACTED]); [REDACTED];
'Roger.Wallis@chapmantripp.com'; Clive Mathieson (clive@catoandclive.com); [REDACTED]
[REDACTED]
Subject: Metlifecare
Attachments: Metlifecare_shareholders__supporting_statement.docx
Categories: In eDOCS Sent for filing

Alert: External Email. If unknown sender or email address do not click links/attachments and never give out your username or password.

Will,

Further to previous discussions, please find attached the draft shareholder support statement. As part of this, we would need confirmation of the exact number of shares that each signing investor holds as beneficial or economic owners.

Mark Binns will call you later today to discuss.

Regards

[REDACTED]

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From: [Will Goodwin](#)
To: [REDACTED]
Subject: Fwd: Metlifecare
Date: Sunday, 17 May 2020 2:54:48 pm
Attachments: [image003.png](#)
[Metlifecare shareholders supporting statement.docx](#)

Get

From: [REDACTED] <[REDACTED]@jarden.co.nz>
Sent: Sunday, May 17, 2020 2:40:09 PM
To: Will Goodwin <[REDACTED]>
Cc: Mark Binns <[REDACTED]>; Kim Ellis <kim.ellis@rbe.co.nz>; Carolyn Steele ([REDACTED]) <[REDACTED]>; [REDACTED] <[REDACTED]@jarden.co.nz>; 'Roger.Wallis@chapmantripp.com' <Roger.Wallis@chapmantripp.com>; Clive Mathieson (clive@catoandclive.com) <clive@catoandclive.com>; [REDACTED] <[REDACTED]@jarden.co.nz>
Subject: Metlifecare

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Will,

Further to previous discussions, please find attached the draft shareholder support statement. As part of this, we would need confirmation of the exact number of shares that each signing investor holds as beneficial or economic owners.

Mark Binns will call you later today to discuss.

Regards

[REDACTED]

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From: [Will Goodwin](#)
To: [Stephen Gilmore](#)
Subject: Fwd: Metlifecare
Date: Sunday, 17 May 2020 2:52:18 pm
Attachments: [image003.png](#)
[Metlifecare shareholders supporting statement.docx](#)

Stephen - will call to discuss post my chat with MET.

Cheers

Will
Get

From: [REDACTED] <[REDACTED]@jarden.co.nz>
Sent: Sunday, May 17, 2020 2:40:09 PM
To: Will Goodwin <[REDACTED]>
Cc: Mark Binns <[REDACTED]>; Kim Ellis <kim.ellis@rbe.co.nz>; Carolyn Steele ([REDACTED]) <[REDACTED]>; [REDACTED] <[REDACTED]@jarden.co.nz>; 'Roger.Wallis@chapmantripp.com' <Roger.Wallis@chapmantripp.com>; Clive Mathieson (clive@catoandclive.com) <clive@catoandclive.com>; [REDACTED] <[REDACTED]@jarden.co.nz>
Subject: Metlifecare

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Will,

Further to previous discussions, please find attached the draft shareholder support statement. As part of this, we would need confirmation of the exact number of shares that each signing investor holds as beneficial or economic owners.

Mark Binns will call you later today to discuss.

Regards

[REDACTED]

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Robyn Keriazes

From: [redacted] <[redacted]@jarden.co.nz>
Sent: Monday, 25 May 2020 2:45 pm
To: [redacted]; Mark Binns
Cc: [redacted]; Will Goodwin
Subject: RE: Meeting on MET

Categories: In eDOCS Sent for filing

Alert: External Email. If unknown sender or email address do not click links/attachments and never give out your username or password.

Any chance we can do 4.45pm as we have a MET Board call at 5

From: [redacted] <[redacted]>
Sent: Monday, 25 May 2020 2:36 pm
To: [redacted] <[redacted]@jarden.co.nz>; Mark Binns <[redacted]>
Cc: [redacted] <[redacted]@jarden.co.nz>; Will Goodwin <[redacted]>
Subject: RE: Meeting on MET

[redacted], Mark,

Following last week's discussion, would you both be available for a call with Will and I after 5pm today?

Regards,
[redacted]

From: Will Goodwin <[redacted]>
Sent: Wednesday, 20 May 2020 6:38 PM
To: [redacted] <[redacted]>; [redacted] <[redacted]>
Cc: Mark Binns <[redacted]>; [redacted] <[redacted]>; [redacted] <[redacted]>
Subject: Re: Meeting on MET

Hey [redacted] - can you make 11am work? If not, [redacted] is ccd and can find a time.

Cheers

Will

Get

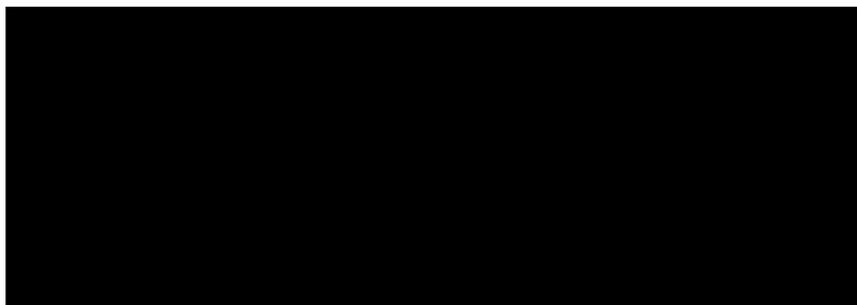
From: [redacted] <[redacted]>
Sent: Wednesday, May 20, 2020 1:57:13 PM
To: Will Goodwin <[redacted]>
Cc: Mark Binns <[redacted]>; [redacted] <[redacted]>
Subject: Meeting on MET

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Hi Will

Can we please set up a quick chat on MET with Mark and I tomorrow –Can do via zoom will take no longer than 30mins

Thanks



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Robyn Keriazes

From: [REDACTED] <[REDACTED]@jarden.co.nz>
Sent: Wednesday, 20 May 2020 8:57 pm
To: Will Goodwin; [REDACTED]
Cc: Mark Binns; [REDACTED]; [REDACTED]
Subject: Re: Meeting on MET

Categories: In eDOCS Sent for filing

Alert: External Email. If unknown sender or email address do not click links/attachments and never give out your username or password.

I can
Get

From: Will Goodwin <[REDACTED]>
Sent: Wednesday, May 20, 2020 6:37 PM
To: [REDACTED]; [REDACTED]
Cc: Mark Binns; [REDACTED]; [REDACTED]
Subject: Re: Meeting on MET

Hey [REDACTED] - can you make 11am work? If not, [REDACTED] is ccd and can find a time.

Cheers

Will

Get

From: [REDACTED] <[REDACTED]@jarden.co.nz>
Sent: Wednesday, May 20, 2020 1:57:13 PM
To: Will Goodwin <[REDACTED]>
Cc: Mark Binns <[REDACTED]>; [REDACTED] <[REDACTED]@jarden.co.nz>
Subject: Meeting on MET

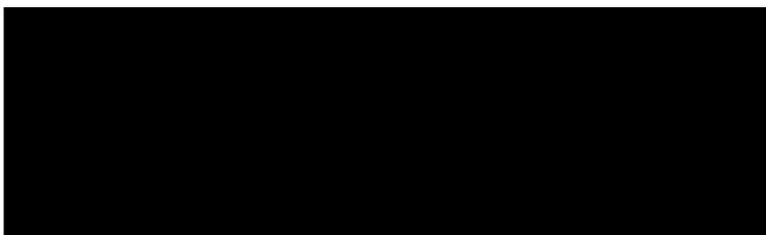
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Hi Will

Can we please set up a quick chat on MET with Mark and I tomorrow –Can do via zoom will take no longer than 30mins

Thanks

[REDACTED]



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Robyn Keriazes

From: [REDACTED] <[REDACTED]@jarden.co.nz>
Sent: Tuesday, 19 May 2020 3:34 pm
To: [REDACTED]
Subject: RE: Met

Categories: In eDOCS Sent for filing

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Thanks [REDACTED] – if you could address to The Board of Metlifecare, that would be great.

Let me follow up on those questions

From: [REDACTED] <[REDACTED]>
Sent: Tuesday, 19 May 2020 3:22 PM
To: [REDACTED] <[REDACTED]@jarden.co.nz>
Subject: RE: Met

Hi [REDACTED],

It's all done bar a signature version, we're just wanting to see the responses to the questions I sent earlier. I've attached the final version with the updated name of the actual holder of the shares etc.

Did we need to address it to anyone specifically (e.g Kim?)

Regards,
[REDACTED]

From: [REDACTED] <[REDACTED]>
Sent: Tuesday, 19 May 2020 3:04 PM
To: [REDACTED] <[REDACTED]>
Subject: Met

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[REDACTED] – just following up to see if you have a likely ETA on when you will be able to send through the support letter.

Thanks

[REDACTED]

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Robyn Keriazes

From: [redacted] <[redacted]@jarden.co.nz>
Sent: Tuesday, 19 May 2020 11:49 am
To: [redacted]
Subject: RE: Metlifecare

Categories: In eDOCS Sent for filing

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[redacted],
Just confirming that the intention is to publish on the NZX and ASX a release outlining the support of large shareholders of court action to support the enforcement of the SIA – with each supporting shareholder named. Attached to this release would be the letters of support provided.

We are aiming to release this tomorrow once we have received the letters of support.

Regards
[redacted]

From: [redacted] <[redacted]@jarden.co.nz>
Sent: Monday, 18 May 2020 8:11 PM
To: [redacted] <[redacted]>
Subject: Re: Metlifecare

Thanks [redacted], tomorrow morning is ok.

Will come back separately tomorrow morning on how / when this will be released (as we are rounding up the other investors currently).

From: [redacted] <[redacted]>
Sent: Monday, May 18, 2020 7:59 PM
To: [redacted]
Subject: RE: Metlifecare

[redacted],
Can you pls confirm when you need a final signed version by (tonight / tomorrow morning) so I can coordinate signing processes etc.

Can you also just confirm how and when this would be released.

Regards,
[redacted]

From: Clive Mathieson <[redacted]>
Sent: Monday, 18 May 2020 7:37 PM
To: [redacted] <[redacted]>; Roger Wallis <[redacted]>; [redacted]

<[redacted]>; Will Goodwin <[redacted]>; [redacted]
<[redacted]>
Cc: [redacted] <[redacted]>; Cristina Billett <[redacted]>
Subject: Re: Metlifecare

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Ok with me.

Clive Mathieson
Partner

+61 (0) 2 8306 4244
0411 888 425
clive@catoandclive.com
catoandclive.com

cato clive

From: [redacted] <[redacted]>
Date: Monday, 18 May 2020 at 5:33 pm
To: Roger Wallis <[redacted]>, [redacted] <[redacted]>, Will Goodwin <[redacted]>, [redacted] <[redacted]>
Cc: [redacted] <[redacted]>, Clive Mathieson <[redacted]>, Cristina Billett <[redacted]>
Subject: Re: Metlifecare

I am ok

Get

[redacted]

Managing Director, Head of Investment Banking

[redacted]

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From: Roger Wallis <[REDACTED]>
Sent: Monday, May 18, 2020 6:53:17 PM
To: [REDACTED] <[REDACTED]>; Will Goodwin <[REDACTED]>; [REDACTED] <[REDACTED]>
Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>; Clive Mathieson ([REDACTED]) <[REDACTED]>; Cristina Billett <[REDACTED]>
Subject: RE: Metlifecare

Thanks [REDACTED], I don't have any concerns with that from a MET legal perspective - [REDACTED]/Clive to confirm happy also.

Ngā mihi | regards

From: [REDACTED] <[REDACTED]>
Sent: Monday, 18 May 2020 6:33 PM
To: Will Goodwin <[REDACTED]>; [REDACTED] <[REDACTED]>
Cc: [REDACTED] <[REDACTED]>; [REDACTED] <[REDACTED]>; Roger Wallis <[REDACTED]>; Clive Mathieson ([REDACTED]) <[REDACTED]>; Cristina Billett <[REDACTED]>
Subject: RE: Metlifecare

[REDACTED]

See attached a marked-up version of the support statement that NZSF would be willing to provide. Please let us know if you have any questions. I'd just note that there will be one further minor addition to the statement that will

clarify the specific entity that holds the shares in Metlifecare that our legal team will revert with over the next couple hours – a technical addition only.

If you can confirm you're happy with the amendments, we can arrange for the support letter to be signed etc.

Regards,
[Redacted]

From: Will Goodwin <[Redacted]>
Sent: Monday, 18 May 2020 5:37 PM
To: [Redacted] <[Redacted]>; [Redacted] <[Redacted]>
Cc: [Redacted] <[Redacted]>; [Redacted] <[Redacted]>;
'Roger.Wallis@chapmantripp.com' <[Redacted]>; Clive Mathieson ([Redacted])
<[Redacted]>
Subject: Re: Metlifecare

[Redacted] - [Redacted] will be in touch with some revised wording.

Will
Get

From: [Redacted] <[Redacted]>
Sent: Monday, May 18, 2020 2:46:24 PM
To: Will Goodwin <[Redacted]>
Cc: [Redacted] <[Redacted]>; [Redacted] <[Redacted]>;
'Roger.Wallis@chapmantripp.com' <[Redacted]>; Clive Mathieson ([Redacted])
<[Redacted]>
Subject: RE: Metlifecare

Alert: External Email. If unknown sender or email address do not click links/attachments and never give out your username or password.

Will,

Just touching base to see how you were getting on with providing the letter of support.

Thanks
[Redacted]

From: [Redacted]
Sent: Monday, 18 May 2020 9:02 AM
To: [Redacted] <[Redacted]>

Cc: [redacted] <[redacted]> >; 'Roger.Wallis@chapmantripp.com'
<[redacted]> >; 'Clive Mathieson (' <[redacted]> >
Subject: RE: Metlifecare

Will,

Please find attached a slightly updated version of the support statement, following feedback from a couple of other investors. Also not, it looks like other investor are likely to send us separate supporting statements rather than appear on the same statement together.

Regards

From: [redacted]
Sent: Sunday, 17 May 2020 2:40 PM
To: [redacted]
Cc: Mark Binns <[redacted]>; Kim Ellis <[redacted]>; Carolyn Steele ([redacted]) >; 'Roger.Wallis@chapmantripp.com' <[redacted]>; [redacted] <[redacted]>; Clive Mathieson ([redacted]) <[redacted]>
Subject: Metlifecare

Will,

Further to previous discussions, please find attached the draft shareholder support statement. As part of this, we would need confirmation of the exact number of shares that each signing investor holds as beneficial or economic owners.

Mark Binns will call you later today to discuss.

Regards

[redacted]

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Robyn Keriazes

From: [REDACTED] <[REDACTED]>
Sent: Saturday, 21 December 2019 1:37 pm
To: 'Kim Ellis'
Subject: RE: Confidential - Metlifecare (NZSF)

Categories: In eDOCS Sent for filing

Just as an FYI – I've provided the email below EQT to ensure transparency on what I've communicated to you.

From: Kim Ellis <kim.ellis@rbe.co.nz>
Sent: Saturday, 21 December 2019 1:20 PM
To: [REDACTED] <[REDACTED]>
Cc: Will Goodwin <[REDACTED]>
Subject: RE: Confidential - Metlifecare (NZSF)

Alert: External Email.

cheers

From: [REDACTED] <[REDACTED]>
Sent: Saturday, December 21, 2019 1:10 PM
To: Kim Ellis <kim.ellis@rbe.co.nz>
Cc: Will Goodwin <[REDACTED]>
Subject: Confidential - Metlifecare (NZSF)

Kim,

As discussed this morning, we (Guardians) understand that EQT has either provided, or intends to provide the board of Metlifecare with a revised proposal at \$7.00 per share. The Guardians intends to support that proposal to the full extent of our shareholding.

Please let me know if you require anything further to assist the board in progressing the revised proposal.

Regards,

DDI: +64 9 308 2004
Mobile: +64 27 529 6997
Email: [REDACTED]

PO Box 106 807, Auckland 1143, New Zealand
Level 12, 21 Queen Street, Auckland, New Zealand
Office: +64 9 300 6980 | Fax: +64 9 300 6981 | Web: www.nzsuperfund.nz



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