

OCEANIA

Focused delivery

Annual Report 2026

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Leaner, sharper, and fully energised, Oceania is no longer just preparing for the future – we are delivering it now.

This report covers the financial year ended 31 March 2026 and is dated 22 May 2026. The report has been approved by the Board and is signed on behalf of Oceania Healthcare Limited by Elizabeth Coutts, Board Chair, and Suzanne Dvorak, Chief Executive Officer.

Elizabeth Coutts
Chair

Suzanne Dvorak
Chief Executive Officer



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Performance Highlights

A year in review

From Ruakākā in the north to Riccarton in the south, we create places where older New Zealanders can live with purpose, dignity and connection.

Staff

~2,200

Residents

~3,900

Care beds and care suites

2,013

Units

1,924

Sites

20 Existing sites with mature operations

10 Sites with active or planned development

30 **Total sites**

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Trading highlights

For the 12 months to 31 March 2026

Financial

Total assets
$3.1bn
4.6% higher than 31 March 2025 total assets of $2.94bn

Proforma Underlying Earnings Before Interest, Tax, Depreciation and Amortisation
$97.7m
20.2% ahead of 31 March 2025 earnings Before Interest, Tax, Depreciation and Amortisation of $81.3m

Reported Total Comprehensive Income
$75.0m
compared to 31 March 2025 reported total comprehensive income of $74.6m

Free Cash Flow from Operations
$(15.0m)
64% compared to 31 March 2025 Free cash flow from Operations of ($41.7m)

Operational

Total sales
603
16% higher than total sales for the year to 31 March 2025 of 520

108 New units

93 New care suites

160 Resale units

242 Resale care suites

Care Occupancy
93.5%
(excluding development sites and divestments)

1.0% lower than occupancy for the year to 31 March 2025 of 94.5%

Developments

Units and care suites completed in FY2026
71

- Franklin stage 1 (Auckland)
- Meadowbank stage 6 (Auckland)

Units and care suites expected to be completed in FY2027
81

- Franklin stage 2 (Auckland)
- Elmwood (Auckland)
- Bream Bay (Whangārei)

ESG

GHG emissions (t CO2e) (market based)
Scope 1 + 2
2,515
Compared to 31 March 2025 scope 1+2 emissions of 3,151

Construction waste diverted from landfill
Auckland
90.5%
Compared to 31 March 2025 construction waste diverted from landfill of 85.1%

Non-Auckland
N/A
Oceania did not undertake any construction or development projects outside the Auckland region during FY26

Strategic KPI targeting
70% Employee Engagement

Resident NPS (+/-100)
+33 New methodology and inclusion of Villages residents and Care residents in FY26

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Letter from the Chair

Record Results Delivered.

I am pleased to present Oceania Healthcare's Annual Report for the year ended 31 March 2026.

Oceania has delivered record results with total assets reaching $3.1b and Proforma Underlying Net Profit After Tax[1] up 34% on pcp. Against another year of a subdued residential property market, sales execution improved across new developments and resales, operating costs reduced, and debt is down due to operational improvements and further divestments. Franklin Village in Auckland, the retirement industry's first Green Star 4 Community and the specialist dementia care at the Ōrākei Building at Meadowbank both opened and welcomed new residents, and The Helier reached 74% independent living apartments sold or under application.

Financial Performance

Proforma Underlying EBITDA[1] increased to $97.7m up 20% on FY25 and Proforma Underlying Net Profit After Tax[1] was $64.1m, up 34% on FY25. The improved FY26 financial performance benefited from continued execution of targeted cost out and capital management initiatives, and the further refinement of the portfolio to larger integrated villages with a mix of both aged care and retirement units.

Free Cash Flow from Operations[1] was an outflow of $15.0m improving 64% on FY25, driven by stronger sales conversion, improved operating margins and disciplined working capital management. These results reflect operational discipline and a cash-focused business, which is on track for operations to be free cash flow positive in FY27.

Total assets increased to $3.1b, up $135.4m on FY25, while net tangible assets rose to $1.62 per share, a 7.3% increase, reflecting the completion of stage 1 of Franklin Village and the Ōrākei Building at Meadowbank, partly offset by the divestment of seven smaller sites which released $51.1m of divestment proceeds.

Oceania's gearing ratio reduced to 30.1% down from 36.3% at 31 March 2025 and is now at the lower end of Oceania's target range of 30% to 35%. Capital allocation will remain a key priority for the Board as we consider investment opportunities and continue to develop and refine our property portfolio.

As part of this, the Board is currently considering potential options for refinance of the OCA010 bond maturing in October 2027. This would maintain funding diversification across bank and capital markets and support continued execution of the development pipeline. Any issuance will remain subject to market conditions and final Board approval.



Elizabeth Coutts
– Chair

Gearing

30.1%

With a target range of 30%-35%

1. Underlying NPAT, Underlying EBITDA and Free Cash Flow from Operations are non-GAAP measures. A reconciliation of Reported NPAT to Underlying NPAT and Underlying EBITDA is included in Note 2.1 of the Annual Financial Statements. Proforma Underlying NPAT and Proforma Underlying EBITDA are adjusted for the impact of the closure of the Wesley Institute of Nursing Education in April 2025. A reconciliation is included in note 2.1 of the Annual Report.

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Dividend

Oceania's dividend policy is to pay out between 40% and 60% of Free Cash Flow from Operations (excluding development cash flows). Having considered Free Cash Flow from Operations for the period alongside Oceania's capital priorities and debt level, the Board has determined that no dividend will be declared for FY26. The Board remains committed to resuming dividends as cash generation builds.

Sustainability

Oceania continued to embed sustainability as part of long-term value creation during FY26. The Board views sustainability not as a standalone workstream, but as part of responsible stewardship across capital allocation, development, operations, people and resident outcomes.

The Board approved the Sustainability Policy, which sets out Oceania's commitments across environmental, workforce, financial, service and community, and clarifies governance accountability for sustainability outcomes across the Group. The Board also approved revised key performance indicators for Oceania's Sustainability-Linked Loan, including a new Homestar measure from FY28, strengthening the link between financing, governance and sustainability outcomes through to FY30.

Following the government's 2025 decision to narrow the New Zealand climate-related disclosures regime, and the Financial Markets Authority's no-action approach for affected entities pending legislative change, the Board has chosen to continue climate and sustainability disclosure in a reduced form within this Annual Report. This preserves transparency and accountability and recognises that sustainability considerations remain relevant to long-term value creation.

> "Oceania continued to embed sustainability as part of long-term value creation during FY26."
>
> Elizabeth Coutts – Chair



Risk Oversight

The Board reviews Oceania's risk management framework six monthly and the management plans for critical risks. Each key risk plan includes a description and assessment of the risk, risk appetite and tolerance settings, lead and lag indicators and mitigation plans.

There were no changes to the risks during the year, although the residual risk of climate change reduced through climate scenario testing and the embedding of climate initiatives in business plans.

The Board undertook detailed risk reviews this year on cyber risk, including cyber training, and business resilience. The Board also undertook deep dives into business transformation, procurement and The Bayview village, Tauranga performance.

The Board oversaw continued enhancement of clinical governance, including strengthening clinical and care leadership, improving resident and family feedback processes, and developing earlier warning and higher-risk reporting tools to support greater visibility and earlier intervention. Health and safety systems also improved with the rollout of Safety Hub, a digital platform that enables frontline teams to report hazards and safety issues in real time, supporting earlier resolution and stronger oversight.

The Board remained closely engaged with the business throughout the year. Directors visited our care centres and villages separately and as a Board, meeting residents, families and frontline teams to hear and observe first hand the lived experience of those we serve and to strengthen our understanding of the operational realities and risks.

Since year end, the Board has continued to closely monitor the impact of geopolitical uncertainty heightened by the US and Israel-led conflict with Iran, oil price volatility, fuel supply constraints and inflationary pressures on the business.

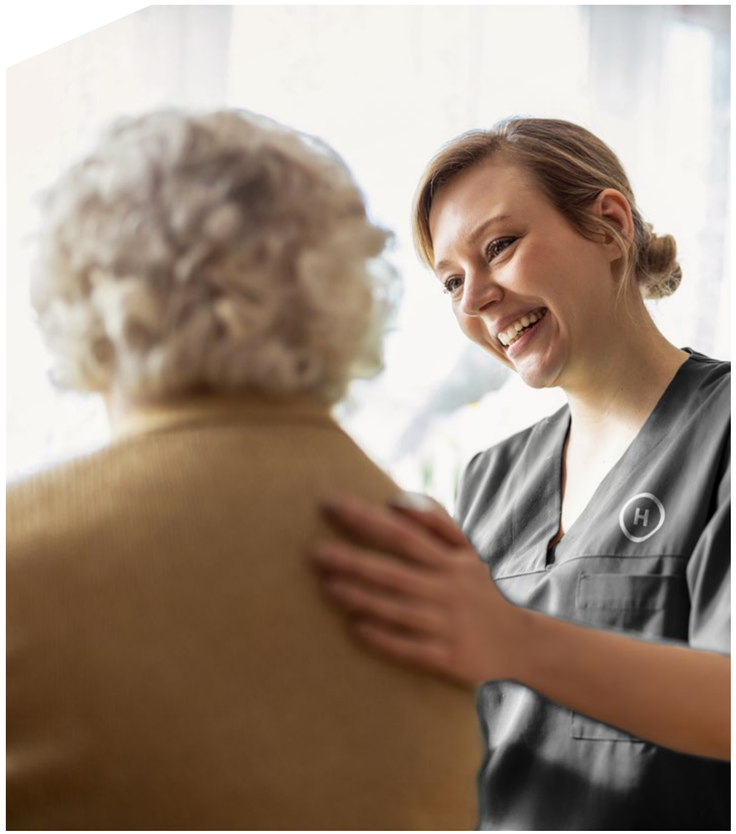
Sales application activity has remained resilient, supported by our care-led offering and continued demand from needs-based residents. We will continue to closely monitor demand trends and market conditions.

Construction costs are increasing. However, our current development programme is modest in scale and weighted toward villas and refurbishments and is subject to fixed price contracts. We have flexibility to adjust should market conditions require.

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Total Assets

$3.08bn



Board Committees

Following the Board's annual performance review, the Board agreed that reducing the number of Board Committees would support more efficient governance. Accordingly, on 31 March 2026, the Board resolved to merge the Risk Committee into the Audit Committee and to transfer the responsibilities of the Sustainability Committee to the Board. As a consequence Dame Kerry Prendergast joined the Audit and Risk Committee.

Board Succession

The Board commenced a succession process earlier this year given there are a number of directors with longer tenures. As a part of the process, the Board considered the mix of skills and experience required which is set out in "Our Board of Directors" section of this Annual Report. The Board will ensure the skills level is maintained and appropriate and there is a smooth transition as we undertake the succession process.

Sarah Ottrey was appointed a non-executive director on 5 February 2026. Sarah is a highly experienced director with extensive experience in marketing and commercial leadership and has joined the Clinical and Health and Safety Committee and the People and Culture Committee.

Sally Evans will retire on 30 July 2026. The Board thanks Sally for her valuable contribution, particularly her strong advocacy for residents and their experiences.

Following these changes, the Board will remain at six directors.

Looking Ahead

Demand for quality retirement living and aged care is strong and is expected to grow as New Zealand's population ages, while supply remains constrained across many markets.

Oceania's diversified portfolio across aged care and retirement villages means it is well placed to provide quality aged care and retirement living for future needs. Its integrated care model and development capability differentiate it in a market where quality of care and capital discipline matter.

We look forward to the recommendations from the Aged Care Ministerial Advisory Group, which we anticipate will recognise the need for a more sustainable funding framework to support capacity, quality and future investment. Oceania welcomes this and will continue to engage constructively as the work progresses.

The Board's focus will remain on supporting management to deliver against Oceania's strategic priorities and at the same time ensure discipline on earnings quality and cash generation is maintained.

We acknowledge and are grateful for the efforts and contribution of our people and thank our residents and their families and shareholders for their continued trust and support.

Yours sincerely,



Elizabeth Coutts
Chair

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Letter from the CEO

Focused Execution.

FY26 was a defining year for Oceania.

Across our villages and care centres, our teams continued to do what matters most, supporting residents to live well as they age, with dignity, connection and the care they need. That work is at the heart of Oceania and gives meaning to everything else we do.

The long-term outlook for our sector remains strong. Demand for high-quality care and retirement living continues to exceed supply in key markets. At the same time, housing market conditions have made it harder for many prospective retirement residents to sell their family homes, slowing sales decisions across the sector.

Against that backdrop, our teams delivered on the priorities we set at the beginning of the year. We lifted sales, improved cost performance and continued reshaping the portfolio toward a more balanced mix of aged care and retirement living. The result is a stronger, more disciplined business, better placed for the current cycle and ready to benefit as conditions improve.

What stood out most was the way our people responded to a challenging market and the pace of change across the business. Their commitment to care, focus on delivery, and willingness to find better ways were evident throughout the year. The progress we have made in strengthening our culture, leadership, and ways of working gives me real confidence as we enter FY27.

Sales Momentum

From the outset of FY26, we prioritised lifting sales cadence and reducing unsold stock. We finished the year with stronger momentum across the portfolio and improved execution at The Helier, Meadowbank and Franklin Village.

Sales volumes rose to 603 for the year, up 16% on FY25, with improved performance across both new sales and resales. At The Helier, sold down or under application independent living apartments reached 74%, with development value recovery including interest expense now at 97%. At Meadowbank, 65% of the 40 care suites delivered in 1H26 are now occupied or under application.

At Franklin Village, 31 villas were delivered in January 2026, with 48% pre-sold, exceeding our 20% pre-sales strategic target. 80% of our villas are now sold down or under application. Strong early demand at Franklin Village also supported the commencement of Stage 2, comprising 28 villas scheduled for completion in FY27.

Unsold development stock reduced by 34%, from $342m at FY25 to $227m at FY26, a net reduction of $115m released through disciplined sell-down even as we added 71 new units to the portfolio.

The priority in FY27 is to build on this progress by strengthening pricing discipline and reducing reliance on sales incentives, so that sales performance translates more effectively into margin and cash.

“We have not only improved performance but also gained clearer insight into where the business can do better and where the next gains will come from.”

Suzanne Dvorak – Chief Executive Officer

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↑9.2%

increase in new sales volumes

↑19.6%

increase in resales





Franklin Village, Auckland

Business Excellence

Business excellence remained a major focus through FY26, with strong progress across both care and village operations. Better occupancy, sharper rostering and tighter day-to-day execution lifted performance across the portfolio.

Village Underlying EBITDA was $100.7m (up 4.4% on FY25) and Care Underlying EBITDA was $28.8m (up 41% on FY25), with Care EBITDA per bed[1] up 40% to $27k. This stronger result reflects consistent site-level execution and the quality of care delivered every day.

Oceania delivered $13.2m cost savings in FY26. A further $7.2m of cost savings has been identified for FY27 by strengthening operational discipline and returns which will deliver an annualised benefit of $20.4m in FY27. We have now identified ~$10m of cash realisation in FY27 through tighter balance sheet management, including resale stock buybacks, maintenance capex, refurbishment spend and working capital discipline. This brings the total cost and cash savings in FY27 to $17.2m, i.e. ~$30m on an annualised basis. This phase will require sharper execution to translate progress into cash.

Portfolio Reshaping and Development

We continued to make good progress reshaping Oceania's portfolio, further strengthening the business and improving its position in a challenging market.

Over recent years, that work has transformed Oceania from a 50-site, predominantly aged-care-led portfolio in FY17 into a more diversified business of 30 integrated care and village sites, with a much higher proportion of residents under occupation right agreements. ~80% of our portfolio is now offered under ORA compared to 32% in FY17.

1. Care Underlying EBITDA per occupied bed including capital gains and resales gains

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"Our refreshed purpose –
Supporting and empowering people to live well as they age – is the anchor for our next strategic phase."

During the year, we divested seven sites – Ohinemuri, Whitianga, Te Mana, Elmswood, Eldon, Hutt Gables and Woburn. These sales have aligned the portfolio to future demand, improved capital efficiency and strengthened the balance sheet.

Together with stronger sales, stock sell-down and cost savings, these actions reduced net debt by $121m to $507m, with gearing reducing to 30.1% at the lower end of our target range. Headroom across our debt facilities now exceeds $200m, providing meaningful flexibility to support the business.

Capital is increasingly directed toward assets and locations where returns are strongest. Alongside divestment, we saw encouraging delivery across the development portfolio – outcomes already reflected in the sales progress at The Helier and Franklin. These results give us confidence that Oceania now has the processes, execution discipline and sales capability in place to bring developments to market, sell them down effectively and do so at a development cash return.

Looking forward, we are taking a measured approach to future development. In FY27 we expect to deliver 81 units across three sites: 30 villa and apartment conversions at Elmwood, Auckland, 23 new villas at Bream Bay and 28 new villas at Franklin Stage 2. The villa weighting in our near-term programme provides flexibility to adjust delivery timing if construction cost pressures emerge. Beyond FY27, our consented and planned pipeline supports a progressive return to our target delivery rate of between 100 to 150 units per annum over the coming years.

Care and Resident Experience

Care is what defines Oceania, and in FY26 we made meaningful progress in strengthening the way care is delivered across the business. That progress was led by our people, by the clinical teams, nurse practitioners, care teams and village teams who support residents and families every day.

Building on the foundations established in FY25, we took important steps toward a more integrated and directly managed care model. A key milestone was the opening of Oceania Healthcare Centre, our in-house healthcare service that gives residents direct access to nurse practitioner-led care. This enables us to provide timely, consistent and person-centred care directly to residents. Bringing primary care in-house improves continuity, strengthens clinical oversight and removes a key point of friction for residents and families.

At Meadowbank, the opening of the Ōrākei Building added premium specialist dementia care and completed a more connected care continuum within the village, from independent living through to specialist care.

Together, these advances strengthen Oceania's care offering at a time when residents and families increasingly expect care that is connected, responsive and easier to navigate.



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Our People

During FY26, we continued to build the culture and capability needed to support stronger execution, including the launch of our Employee Value Proposition, Making the Difference, and embedding of our refreshed values: We're one team, We're committed to care, We're proud to deliver and We're finding better ways.

Employee engagement reached 70% in our first Culture Amp survey, in line with our strategic target. We also strengthened organisational capability through leadership changes, simpler accountability and better people systems.

The resilience of our people was evident in the response to a cyber security incident affecting a third-party platform. The speed and coordination of that response reflected the capability and commitment of our teams and the kind of organisation we are continuing to build.

Looking Ahead

FY27 is about action and refinement. Building on what FY26 taught us, we are applying those lessons with greater precision across the business.

Across our strategic priorities, we will remain focused in the short term on sharper sales execution, continued stock sell-down, tighter cost and capital management, and stronger operating performance across both care and village. The culture and capability we have built through FY26 will be important to delivering that agenda, with our teams continuing to bring care, discipline and focus to the work ahead.

We will continue to focus on the key cash levers that improve the conversion of earnings into cash. As cash generation strengthens, this will support the planned recommencement of dividend payments, targeted at 40% to 60% of operating free cash flow.

Over the medium term, we will keep broadening customer choice, expand services thoughtfully (including piloting home care at four key sites) and progress future development carefully so that Oceania is well positioned as conditions improve.

The business enters FY27 in a stronger position, and I look forward to building on the progress made in FY26.

I want to give a heartfelt thanks to our residents, their families, our dedicated teams and the Board. We couldn't do it without you all.



Suzanne Dvorak
Chief Executive Officer

Our Strategy.

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Our Strategic Framework 2027–2031

This framework brings everything together – connecting purpose, pillars and performance.

At Oceania, everything we do comes back to our purpose: *supporting and empowering people to live well as they age.*

Our strategy for 2027–2031 sets a clear direction for how we will achieve this. It brings together our purpose, our goals and the actions of every person across our organisation into a single, connected framework.

Our three strategic objectives – Customer Choice, Service Expansion and Future Development - reflect where we are focused on growing and improving. These are supported by four pillars that guide how we work: Connected Care, Inspired Living, Empowered People and Purposeful Impact.

Underpinning all of this are three enablers – Transformation & Innovation, Clinical Governance & Quality, and Sustainability & ESG – which incorporates our sustainability framework, guiding us as we create sustainable retirement and aged care living experiences for today, and for our people of tomorrow. Values define how we show up every day: we're one team, we're committed to care, we're proud to deliver, and we're finding better ways.

Our mid-point measure of success is simple: year on year growth in free cash flow and underlying earnings, alongside strong resident and employee outcomes.

This guides us in how we will grow - with purpose, with discipline, and with the people we serve at the centre of everything.



Connected Care

Delivering seamless transitions across lifestyle, health, and care, strengthened by trusted relationships with family, whānau and community, and supported by smart technology.

RESIDENT SATISFACTION (NPS)

FY26 +33

New methodology and inclusion of Village residents and Care residents in FY26

CARE RESIDENT WELLBEING[1]

FY24 78.9%

FY25 78.0%

FY26 79.5%

Number of care residents who improve or maintain an optimal level of health. FY27 Target: 78.93%

HOMESTAR 7 CERTIFICATION

FY24 ✓

FY25 ✓

FY26 ✓

New ILUs designed and built to Homestar 7

SUSTAINABILITY ASPIRATION We enable our residents to live a sustainable and fulfilled life.

SUSTAINABILITY GOALS Prioritise resident wellbeing through conscious design and exceptional services. Actively engage with our residents, people and local community to create positive social and environmental outcomes.

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For older New Zealanders, ageing well depends on more than good care. It depends on feeling at home, staying connected to the people who matter, and knowing that support will be there when it is needed - without having to start again somewhere new.

Connected Care is Oceania's commitment to making that possible. It brings lifestyle, health and care together as a single, continuous experience rather than separate services residents move between, reducing disruption at every transition.

Relationships sit at the heart of this. Oceania's nurse practitioner model, couples care suites and integrated village design all point toward a model where trusted people and places remain constant as needs change.

Technology is there to support the care through tools like the Oceania Together App, but it is the continuity of connection that defines the experience.

Year in review

FY26 marked the first year of Oceania's refreshed strategy, with Connected Care taking shape through early steps in clinical leadership, care continuity and digital connection.

- Completed Meadowbank's integrated continuum from independent living through to rest home, hospital and specialist dementia care, supporting more seamless transitions as resident needs change.
- Progressed our service expansion model, preparing pilots across The Helier, Meadowbank, Lady Allum and The Sands, and advancing nurse practitioner services for village residents at The Bayview, Meadowbank and The Helier.
- Continued clinical system improvements, including development of an early warning and high-risk dashboard, a strengthened clinical and care structure, and an enterprise feedback framework to improve visibility, escalation and response for resident and family concerns.
- Strong infection prevention management and certification outcomes including four-year certifications at Elmwood and Palm Grove and a three-year certification for The Acorn Building at The Oaks.
- Established Oceania's first Cultural Advisory Group to strengthen cultural responsiveness for Māori and Pacific residents, employees and communities.
- During the year, we partnered with Carepage to refresh our Resident NPS methodology and benchmark. The revised methodology now captures feedback from both care and village residents, and establishes a new Australasian benchmark of +36, giving us a more comprehensive basis for measuring resident experience.

1. The Care Resident Wellbeing Target aims to achieve continuous improvement by FY2027 in an aggregate wellbeing measure for eligible long-term care residents. The measure applies to care residents assessed through Oceania's standard resident assessment programme and excludes short-term respite residents. The metric reflects the proportion of assessed care residents who either improve or maintain an optimal wellbeing status between assessments. It is based on five equally weighted areas that collectively support physical, social and psychological wellbeing: connection with others, comfort, engagement, health stability, and resident-reported wellbeing. Results are calculated at an aggregate level over the financial year. No individual resident information is reported publicly.

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Connected Care: built in from day one at Franklin Village

When Franklin Village opened its doors in January 2026, residents moved into more than a new home. They moved into a community designed from the outset to support healthier, more connected and more sustainable living.

Franklin is Oceania's first greenfield broadacre development, giving us the opportunity to plan care, lifestyle, community and sustainability together from day one. The homes delivered to date have been designed to Homestar 7 v5, while the wider village has achieved the retirement village industry's first Green Star 4 Community rating for the build completed to date.

This is an important milestone, and it is only the beginning. As we continue to build out the site, we are targeting a Green Star 5 Community.

DESIGNED AROUND CONNECTION

Connection is central to wellbeing, and Franklin has been planned to make everyday interaction easy. The village encourages connection between neighbours, visiting friends and whānau, and the wider community.

The Lodge sits at the heart of Franklin as the place where community life happens. It provides spaces for residents to gather, relax and build relationships, alongside fitness and wellness amenities including a gym and pool. Walkways encourage movement and encounters, while the decision to replace one villa with a resident workshop and communal garden reflects the importance placed on shared spaces that bring people together.

HOMES THAT SUPPORT INDEPENDENCE

A well-designed home does more than provide shelter. Designed to Homestar 7 v5 standards, the villas are highly insulated, with high-performance ventilation. This makes them warmer and drier, supporting residents to stay healthier and more independent for longer.

The homes are designed to deliver around 40% improvement in heating and cooling demand compared to a standard Building Code compliant home and are estimated to produce around 50% fewer carbon emissions than an average home.

A VILLAGE THAT RESPONDS AS NEEDS CHANGE

At Franklin, Connected Care is not a service layered on later. It is built into the daily rhythm of the village. The combination of place, relationships and support allows people to age with confidence, staying in the community they have built, with care coming to them as needs evolve, rather than having to relocate.

THE BLUEPRINT FOR WHAT COMES NEXT

Franklin Village shows what is possible when care, community and sustainability are planned together from the beginning.

Designed to Homestar 7 v5, recognised as our first ever Green Star 4 Community for the build to date, and continuing toward a Green Star 5 Community as the site develops, Franklin sets a new benchmark for how Oceania can create villages that support people, place and the environment.



The learnings from Franklin will help shape the way Oceania approaches future developments and village renewals, ensuring Connected Care and sustainable design remain built in from day one.

greenstar4 Certified

Certified by the Green Building Council of Australia under the Green Star Communties rating tool

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Inspired Living

Elevating the ageing experience through thoughtful environments and tailored wellbeing services that support the whole person.

CONSTRUCTION WASTE[1]

	AUCKLAND	NON-AUCKLAND
FY24	79.0%	62.9%
FY25	85.1%	79.8%
FY26	90.5%	N/A[2]
	FY27 target 80% (diverted from landfill)	FY27 target 60% (diverted from landfill)

WATER USE

FY24	347m³
FY25	323m³
FY26	239m³

(000s)

OPERATIONAL WASTE

FY24	17.4%
FY25	20.7%
FY26	22.0%

% operational waste diverted from landfill

GREEN STAR COMMUNITIES

FY26

FIRST GREEN STAR 4 VILLAGE CERTIFIED AT FRANKLIN VILLAGE. TARGETING GREEN STAR 5

greenstar4 Certified

Certified by the Green Building Council of Australia under the Green Star Communities rating tool

SUSTAINABILITY ASPIRATION

We use resources sustainably to build homes that seamlessly integrate with, and benefit, the local community.

SUSTAINABILITY GOALS

Design with a focus on the local environment, community needs and cultural values of each location. Minimise our environmental impact and support a circular economy.

For older New Zealanders, later life should be more than comfortable. It should be rich with purpose, connection and choice, lived in environments designed to bring out the best in every day.

Inspired Living is Oceania's commitment to making that possible. It means creating villages that go beyond accommodation – places where thoughtful design, relevant amenities and tailored wellbeing services come together to support the whole person.

That means attending to the details that shape daily life: the quality of light in a living space, the garden where residents grow their own food, the cinema where neighbours become friends. When those details are right, later life does not feel like a retreat from living. It feels like a continuation of it.

Year in review

FY26 saw Oceania continue to invest in the environments and experiences that make village life genuinely enriching, with new openings, award recognition and a sharper focus on resident-led priorities.

- Won the Property Council New Zealand Excellence Award for Retirement Living and Aged Care for Awatere Village, recognising the redevelopment as a benchmark for community-centred design in the sector.
- Opened the Ōrākei Building at Meadowbank, adding premium specialist dementia care and completing a more seamless care continuum within the village through dementia-friendly design, homelike shared spaces, secure gardens and energy-efficient features.
- Continued to build demand for premium, design-led living with Franklin Stage 1 opening to its first residents in January 2026 supported by open days, local engagement and strong sales momentum.
- Used resident feedback to directly shape the living experience, with Village AGMs highlighting maintenance, landscaping and refurbishment priorities and informing amenity planning and asset management decisions.
- This year, we designed and tested a resident survey to hear directly from residents and their families about their experience of life in our villages and care centres, helping us better understand what matters most to them. The successful trial supported the launch of the survey and will enable more responsive, resident-led improvements through site-based continuous improvement plans to be rolled out during FY27.
- Progressed place-based amenity and repurposing initiatives, including cottage and apartment conversion work at Elmwood, helping align the portfolio more closely to contemporary resident expectations while reusing existing assets.

1. Construction waste diversion refers to the proportion of construction waste generated from Oceania's new development projects that is diverted from landfill through reuse, recycling, repurposing or other recovery pathways. This includes waste from the construction of new retirement village units, villas and care centres, but excludes demolition waste and minor alterations or refurbishment works under $1m.

2. Oceania did not undertake any construction or development projects outside the Auckland region during FY26.

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Inspired Living: the new benchmark at Awatere Village

When Awatere Village won the Property Council New Zealand Excellence Award for Retirement Living and Aged Care this financial year, it was recognition not just of what the village looks like, but of how it supports residents to live. The learnings from Awatere will drive the way Oceania develops going forward.

When Oceania set out to redevelop Awatere in Hamilton, the brief was to create a community, where the design, amenities and shared spaces would give residents the conditions to live well, stay connected and feel genuinely at home.

DESIGNED AROUND DAILY LIFE

Awatere's 171 apartments sit within a village planned around how people spend their time. Edible gardens and walking tracks encourage residents outdoors, while a bar, cinema and library create the spaces where neighbours become friends. The community centre anchors the village, with flexible indoor and outdoor spaces for both quiet use and organised events.

The buildings are designed to let the village's surroundings in. Floor-to-ceiling windows bring in natural light, and the layout weaves garden spaces throughout the village. The riverside setting is part of everyday life, not just a backdrop.

A COMMUNITY, NOT JUST A DEVELOPMENT

What distinguishes Awatere is how everything works together. It is deliberately boutique, large enough to support a variety of interest groups and a full range of amenities, yet small enough for a community to naturally form.



Residents describe the atmosphere as immediately welcoming. For many, the transition from a family home to apartment living requires adjustment. The community at Awatere makes that adjustment feel like a different, often richer, way of living.

CARE WHEN IT IS NEEDED

At Awatere, care is woven into the village rather than bolted on. Residents in independent living apartments have access to a weekly wellness clinic with a registered nurse, with a nurse practitioner available on site five times a week. Care suites are available for those who need rest home or hospital level support, with additional care coming to the resident rather than the resident having to move.

This continuity, from independent living through to full care, means Awatere can be home for the long term, not a temporary arrangement.

THE LEARNINGS THAT WILL DRIVE WHAT COMES NEXT

Awatere shows what Inspired Living means in practice: thoughtful design, genuine community and integrated services coming together to make later life not just comfortable, but worth looking forward to.

The learnings from this development will drive the way Oceania develops across new builds and village renewals going forward.

Empowered People

Supporting a dedicated, high performing workforce to deliver outstanding care and experiences, backed by strong leadership and a culture aligned to our purpose.

EMPLOYEE ENGAGEMENT LEVEL

FY26 70%

Strategic target of 70%

EMPLOYEE RETENTION

	ALL EMPLOYEES	CLINICAL EMPLOYEES
FY24	67.0%	69.0%
FY25	77.4%	77.5%
FY26	71.6%	72.2%

GENDER DIVERSITY

% FEMALE

FY24 52.0%

FY25 79.0%

FY26 82.9%

CEO-3

SUSTAINABILITY ASPIRATION We are an employer of choice.

SUSTAINABILITY GOALS Attract, grow and retain great people. Provide a safe, diverse, equitable and inclusive workplace that fosters our people's development and capability.

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For Oceania's residents, outstanding care depends on the people who deliver it. It depends on teams who are skilled, supported and trusted, and on a culture where everyone feels empowered to act in the interest of the people they care for.

Empowered People is about building that culture across the organisation. When people feel genuinely supported and trusted, they deliver better care, make better decisions and create stronger communities for residents to live in.

Leadership is central to that.

When leaders at every level are clear in their purpose, visible in their accountability and genuinely invested in their teams, the right decisions get made.

Year in review

FY26 was a year of structural and cultural investment, with Oceania strengthening its operating model, leadership capacity and people systems while setting a new baseline for engagement.

- Embedded a leaner operating model and delivered annualised savings.
- Strengthened leadership capacity through key executive and regional appointments, additional frontline support roles, and a simpler site leadership model with clearer accountability.
- Co-created and launched a refreshed Employee Value Proposition – Making the Difference – and values through workshops, surveys and town halls, with staff invited to shape the final proposition and internal messaging centred on recognition, connection, growth and leadership.
- Delivered Humanforce HRIS across the organisation and launched Culture Amp, giving managers better workforce visibility, self-service and more consistent people processes.
- Progressed workforce optimisation, a longer-term collective agreement, and further roster redesign at key sites.
- Strengthened health and safety culture through Safety Hub, the Critical Risk Framework, accredited training for more than 90 representatives, and improved hazard and near-miss reporting.
- Set a new engagement baseline, with 65% participation in the first Culture Amp survey and an engagement score of 70%, in line with our strategic target.

Empowered People: the cultural foundation behind FY26's performance



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When 70% of Oceania's people told us in their first Culture Amp survey that they are engaged in their work, in line with our strategic target, it confirmed what the year's operating performance had already begun to show. The cultural shift Oceania set out to deliver is taking hold.

That result, drawn from a 65% participation rate across the organisation, is the new baseline against which Empowered People will be measured. It is also the proof point that earns the right to talk about the work behind it.

STARTING WITH LISTENING

Oceania's refreshed Employee Value Proposition (EVP) and values were not designed in a boardroom. They were built from what staff said mattered, through surveys, workshops and town halls that gave people across every site and every role the chance to contribute directly. The final proposition reflects what they told us.

MAKING THE DIFFERENCE

The result is an EVP built around a simple idea: every role at Oceania, whether in care, hospitality, support or leadership, contributes to retirement and care experiences that genuinely transform lives.

FOUR VALUES, ONE CULTURE

Underpinning the EVP are four values that describe how Oceania's people work together: *We're one team. We're committed to care. We're proud to deliver. We're finding better ways.*

Together they shape the way people work, the way they treat each other, and the way they deliver for residents.

VALUES THAT WORK

The values are now embedded into the Culture Amp engagement survey, linked to a refreshed recognition programme, and incorporated into Oceania's Code of Values and Conduct. The job ahead is to make sure they are consistently reflected in everyday behaviours, decisions and experiences across every site.

THE LINK TO RESIDENT EXPERIENCE

The real measure of the EVP is not how widely it is distributed. It is whether people feel it in how they work.

When staff feel genuinely connected to a shared purpose, that shows up in the care they deliver, the decisions they make and the communities they help residents build. That is the link between an empowered workforce and a better resident experience and it is why the engagement result matters beyond the HR function.

Empowered People is the cultural foundation behind everything Oceania delivered in FY26 – the operating performance, the care quality, the resident experience. The 70% engagement baseline is where the next chapter starts.

Purposeful Impact

Building long-term, sustainable growth through innovation, operational excellence, and investments that create social and environmental value.

NUMBER OF UNITS BUILT

	INDEPENDENT LIVING	CARE UNITS
FY24	95	87
FY25	118	106
FY26	31	40

SCOPE 1 AND 2 GHG EMISSIONS (tCO_2e)

	TARGET tCO_2e (MARKET BASED)	REDUCTION AGAINST FY22 BASE YEAR[1]
FY24	3,560	-20%
FY25	3,152	-29%
FY26	2,515	-44% FY30 TARGET -42%

Reduce absolute scope 1 and 2 emissions by 42% by FY30, below a FY22 base year (market based emissions)

SUSTAINABILITY ASPIRATION We integrate sustainability into our thinking, strategy and growth initiatives.

SUSTAINABILITY GOALS Adopt a long term value focus when making investment decisions and allocating capital. Reduce our GHG emissions in line with our science based target and integrate climate resilience into our business.

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For Oceania, sustainable growth means more than financial returns. It means building communities, making investment decisions and driving operational improvement in ways that create lasting value — for residents, for shareholders and for the places Oceania operates in.

Purposeful Impact is how Oceania turns that ambition into action. It means making considered investment and operational decisions that create the headroom to grow, back the right partnerships and embed sustainability into long-term planning.

That thinking shows up in how Oceania approaches development. Early design decisions create value not just for residents but for the wider communities and environments Oceania builds in.

Year in review

FY26 marked a year of disciplined repositioning, with Oceania strengthening its financial foundations while continuing to invest in innovation and sustainability.

- Embedded operational improvement across procurement, labour efficiency, technology and cost management.
- Progressed capital recycling, with 7 divestments settled during the year, reducing debt and creating capacity for future growth investment.
- Launched revised dividend policy focused on free operating cash flow.
- Successfully renewed the $500m sustainability-linked loan through to FY30, extending the construction KPI to include Homestar – and achieved all three SPTs (GHG emissions reduction, construction waste diversion and care resident wellbeing) in FY26.[2]
- Demonstrated social and environmental value through local innovation, with Eversley receiving both the Sustainability Award and overall Excellence in Care Award at the ACA Excellence in Care Awards for Aroha Adventures, a toy recycling initiative that reduces landfill while enhancing resident wellbeing.
- The Bayview's nurse practitioners are now opening their services to the wider community, expanding access to high-quality, locally delivered clinical care and delivering a meaningful social benefit through improved community health and support.
- Franklin Stage 1 is performing strongly against our Development KPI of achieving selldown of development within less than two years, including a 20% presales target. Since opening in January, Franklin Stage 1 is already 80% sold down or under application, with 48% achieved through presales, significantly outperforming the KPI benchmark.

1. See the Greenhouse Gas section from page 99 onwards for more detail on calculations, methodology and emissions breakdown.

2. EY has provided limited assurance against the annual performance of the SLL metrics.

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Purposeful Impact: resilient development in practice at Franklin Village

At Franklin Village, an early decision to invest in resilient infrastructure has become a feature of the village, one that protects residents, supports neighbouring land and strengthens the wider catchment. It is a clear example of how considered development creates value that extends well beyond financial returns.

Before development began, severe weather flooded the site, with water moving across the land and carrying debris, including produce washed in from surrounding farms. This highlighted the need for a stormwater solution that worked not only for the village, but for the local area as well.

DESIGNED FOR LONG-TERM RESILIENCE

In response, Oceania designed a stormwater management wetland that fits seamlessly into the village's overall design. The wetland captures, slows and manages stormwater flows during heavy rainfall, vastly improving the site's resilience, and demonstrating the kind of early investment that protects the development through the cycles ahead.

VALUE BEYOND THE SITE BOUNDARY

The benefits extend beyond Oceania's boundary. By managing stormwater before it leaves the site, the wetland reduces downstream pressure during wet weather. Slower flows reduce erosion and sediment movement, helping protect neighbouring waterways.

Native wetland planting blends the pond into the surrounding landscape, improving biodiversity and creating habitat for local fauna. Over time, it will support a richer ecosystem, providing shelter and food for birds, insects and other species while strengthening the character of the village.

A LASTING LOCAL ASSET

Under the site's Environmental Management Plan, the pond and wetland plantings are actively maintained to support healthy plant establishment, stormwater performance and ongoing ecological function.

In partnership with local iwi, the pond was named Karamū (*Coprosma robusta*), a name that reflects growth, regeneration and vitality. It is a fitting name for a space that supports environmental restoration, resilience and wellbeing.

CONSIDERED DEVELOPMENT, COMPOUNDING VALUE

Franklin Village reflects the kind of growth Oceania is prioritising: development that performs over the long term, with resilience, sustainability and operational practicality built in from the outset. As Oceania's first greenfield broadacre community, Franklin had the opportunity to embed that thinking into the site from the beginning.



Karamū shows how Purposeful Impact turns a site challenge into shared value. More than a stormwater asset, it is a core part of the village, an early investment that protects the development through resilient infrastructure and strengthens environmental outcomes for residents, the neighbouring catchment and the wider Franklin area.

Karamū is what considered development looks like in practice: early investment decisions that compound in value, for residents, for the environment and for the long-term performance of the asset.

Our Values

A strong culture and engaged workforce underpin consistent delivery, and will drive sustainable performance and investor value.



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Our Employee Value Proposition

Making the Difference

"Join people who are passionate about making the difference in every task, every challenge, every day.

We work together, look out for each other, and take genuine pride in what we deliver.

Here, your expertise becomes part of something bigger, creating retirement and care experiences that help our residents live well as they age."

Our Values

We're one team

Across teams and functions we collaborate to deliver the best outcomes. Together we're stronger than any individual effort.

We're committed to care

We put safety and care at the centre of everything we do. We notice and act to create environments where everyone feels looked after.

We're proud to deliver

Every task, every day matters.

We follow through on our commitments because our residents and families count on us to get it right.

We're finding better ways

We believe there's always a better way.

We look beyond the obvious, find creative solutions, and deliver results that make a real difference.



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Our Material Impacts

As part of our ongoing commitment to transparency and accountability, we have reviewed and refreshed our material topics for FY26 – strengthening how they are embedded across our strategy, risk management and reporting, and ensuring we remain focused on what matters most to our residents, our people, our communities and our investors.

This refresh builds on our FY23 review, which aligned our material topics to Global Reporting Initiative (GRI) standards. The FY26 process drew on independent external benchmarking, internal topic validation, stakeholder engagement and peer disclosure analysis, considering impacts across the aged care, healthcare and real estate sectors alongside Oceania's own operations and geographic context.

Topics were assessed for their financial significance and their effects on people, the environment and the economy. Findings were validated through workshops, interviews and surveys involving Board members, executives, employees, suppliers, residents, investors and iwi representatives. The outcome is a refinement of our existing topics, providing a clearer basis for performance monitoring and reporting. The topic set was approved by the Board and will continue to evolve as our business and external environment change.

Material Topic	Description
Climate Change	Managing our greenhouse gas emissions and the physical and transition risks climate change presents to our operations and residents.
Waste, Water and Energy Impact	Responsible use and management of natural resources across our operations and developments.
Sustainable Building Design and Biodiversity Impact	Planning, building and managing assets to reduce environmental impact and enhance resident wellbeing.
Resident Wellbeing	Quality, safe and accessible care that supports the physical, mental and social wellbeing of our residents.
Employee Practice and Wellbeing	Attracting, developing and retaining a capable, engaged and resilient workforce.
Community and Social Impact	Our relationships with and impact on residents' whānau, local communities and iwi.
Sustainable Supply Chain	Managing environmental, social and ethical risks across our procurement and contractor relationships.
Digital Technology, Cyber Security and Data Privacy	Safe and effective use of digital systems and data to support efficient, resilient operations.
Governance, Ethics and Trust	Governance and accountability structures that support ethical conduct, compliance and long-term value.

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Our value creation model

Value at Oceania is built on the strength of our people, the quality of our assets, and the depth of our relationships – all directed toward one goal: helping our residents live well.

Our value creation model reflects how we bring this to life. It shows the range of resources – our 'capitals' – that we draw on, and how these flow through our strategic pillars to create outcomes that matter for our residents, our people, our communities and our investors.

Our Capitals

Our team
Our people are our greatest asset. Their dedication and expertise drive our ability to enrich the lives of our residents daily and deliver outstanding care.

Our expertise
We use resident insights to drive innovation and remain at the forefront of retirement and aged care living and seek to invest in global best practices, systems and processes, including our nurse led model of care.

Our retirement villages and care centres
We are dedicated to developing high quality, environmentally sustainable villages, equipped with quality amenities.

Our relationships
We are a people business. Building strong relationships with our residents, their families, our people, suppliers and stakeholders, is pivotal to everything we do.

Our natural capital
We recognise the environment's fundamental role in shaping and sustaining our retirement and aged care villages and communities. By adopting sustainable practices, we are committed to minimising our environmental impact.

Our financial capital
We employ a combination of shareholder funds, banking facilities and operating cash flow to maintain and grow our business.

Our Strategic Pillars

Connected Care
Seamless care and trusted relationships.

Inspired Living
Elevating lifestyle, wellbeing and choice.

Empowered People
High performing and engaged workplace.

Purposeful Impact
Sustainable growth through innovation.

Our Purpose

Supporting and empowering people to live well as they age.

The value we create flows through to the people and places that matter most. Each outcome reflects our commitment to building a stronger, more connected Oceania – for our residents, our people, our communities and our investors.



Our material impacts

Shaping how we prioritise and direct our resources

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Our Material Impacts

- **Climate Change**
- **Waste, Water and Energy Impact**
- **Sustainable Building Design and Biodiversity Impact**
- **Resident Wellbeing**
- **Employee Practice and Wellbeing**
- **Community and Social Impact**
- **Sustainable Supply Chain**
- **Digital Technology, Cyber Security and Data Privacy**
- **Governance, Ethics and Trust**



The Value for our Stakeholders

Our investors
Oceania focuses on the financial performance of its assets and is committed to long term sustainable growth.

Our team
We grow and develop our team members through fostering an inclusive culture and training. By doing so, we enable teams to deliver exceptional services and improved resident focused experiences.

Our residents
We create vibrant and enjoyable retirement and aged care living experiences for our residents.

Our society
We seek to create thriving community hubs. Our retirement villages and care centres go beyond being residences, as they foster a sense of belonging and togetherness in the local community.

Our industry
We participate in and advocate for industry wide issues, to support better outcomes for NZ's ageing communities and the people who care for them.

Our environment
We establish more resilient communities for our ageing population and by adopting sustainable practices and minimising our negative impact we not only reduce our environmental footprint, but aspire to create opportunities for regeneration.

Aspirational Value Outcomes

Oceania's villages are a driving force of thriving communities around New Zealand. We use resources sustainably to build homes that seamlessly integrate with, and benefit, the local community.

Residents thrive in our hospitality inspired, resident-led villages. We enable our residents to live a sustainable and fulfilled life.

As an employer of choice we enable our teams to perform their best work at Oceania.

We create long term value for our stakeholders by integrating sustainability into our thinking, strategy and growth initiatives.

Our Board of Directors.



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Strategic Leadership



Elizabeth Coutts

Chair and Independent Director
ONZM, BMS, FCA

Liz Coutts has been a Director and Chair of Oceania since 5 November 2014. Liz is also the Chair of EBOS Group Limited and 2degrees Group Limited. Liz is a Fellow of Chartered Accountants Australia and New Zealand, a past President of the Institute of Directors in New Zealand Inc. and was made an Officer of the New Zealand Order of Merit (ONZM) in 2016.

Liz has previously been Chief Executive of Caxton Group, and Chair and/or director of a number of public and private companies and entities over the last 25 years including Skellerup Holdings Limited, Life Pharmacy Limited, Industrial Research, Public Trust, Sanford, Ravensdown Fertiliser Cooperative, the Health Funding Authority, Pharmac, Air New Zealand, Sport and Recreation New Zealand. She has been a Commissioner of both the Commerce Commission and Earthquake Commission and a member of both the Financial Reporting Standards Board of the New Zealand Institute of Chartered Accountants and the Monetary Policy Committee of the Reserve Bank of New Zealand.

Liz is a member of all Board Committees.



Alan Isaac

Independent Director
CNZM, BCA, FCA

Alan Isaac has been a Director of Oceania since 1 October 2015. Alan is a professional director with extensive experience in accounting, finance and governance. He is the past President of the Institute of Directors NZ Inc. and is Chairman of New Zealand Community Trust and Basin Reserve Trust. He is a former President of the International Cricket Council. Alan is a Director of Skellerup Holdings Limited, and Community Gaming Alliance GP Limited. He is also a Trustee of Wellington Free Ambulance and the Wellington Cricket Trust and Foundation. In April 2024 Alan was appointed to the Special Division of the NZ Markets Disciplinary Tribunal.

Alan is a former national Chairman of KPMG and was made a Companion of the New Zealand Order of Merit (CNZM) in 2013. He is a Fellow of Chartered Accountants Australia and New Zealand and a Distinguished Fellow of the Institute of Directors in New Zealand.

Alan is Chair of the Audit and Risk Committee and a member of the People and Culture Committee.



Dame Kerry Prendergast

Independent Director
DNZM, CNZM, MBA (VUW), NZRN, NZM

Dame Kerry Prendergast has been a Director of Oceania since 22 December 2016. She was Mayor of Wellington (2001-2010) and is currently the Chair of Wellington Free Ambulance, Wellington Opera, Royal New Zealand Ballet, Tourism Industry Association, Capital Kiwi, Tiaki Wai Oversight Committee and the Audit and Risk Committee of Tauranga City Council. Dame Kerry is also a trustee of New Zealand Community Trust and the Wellington International Arts Foundation and a director of Fish Serve. For 25 years Dame Kerry was an independent midwife after training as a general nurse in 1970, and subsequently gained a Diploma in Intensive Care. She was made a Companion of the New Zealand Order of Merit (CNZM) in 2011 and was promoted to Dame Companion of the New Zealand Order of Merit in January 2019 for services to governance and the community.

Dame Kerry is Chair of the Clinical and Health & Safety Committee and a member of the Audit and Risk Committee.

Core Strengths
Climate
Markets & Customers
Building & Maintaining Relationships
Delivering Sustainable Growth
Executive Leadership
Capital Structure & Management
Property Development & Management
Australian Experience

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Sally Evans

Independent Director
BHSc, MSc, FAICD, GAIST

Sally Evans has been a Director of Oceania since 23 March 2018. Sally has over 30 years' experience in the private, government and social enterprise sectors in Australia, New Zealand, the United Kingdom and Hong Kong.

Sally is a Director of Healius Limited in Australia, Allianz Australia Life Insurance Limited (and related companies), DPG Services Pty Limited, DAC Finance Pty Limited, Principal Healthcare Finance Pty Limited and Blue Cross Community Care Services Group Pty Limited. She has previously held Directorships on the boards of Ingenia Retirement Communities, Opal Specialist Aged Care and Blue Cross Aged Care. Sally was an inaugural member of the Australian Federal Government's Aged Care Financing Authority and an Advisory Council member of the Australian regulator, the Aged Care Quality and Safety Commission. Sally's prior executive roles include Investment Manager, Aged Care at AMP Capital.

Sally is a member of the Clinical and Health & Safety Committee and was previously Chair of the Sustainability Committee.



Gregory Tomlinson

Independent Director
AME

Greg Tomlinson has been a Director of Oceania since 23 March 2018.

Greg is a Christchurch domiciled businessman and investor with experience in a variety of New Zealand industries. One of the original pioneers of the aquaculture industry in Marlborough, he has also established construction and aged care businesses.

Greg established Qualcare before it was sold into the Oceania Group in early 2008 and he was a director of Oceania from 2008 until 2016. Greg holds directorships on the boards of a number of New Zealand based companies and is currently Chair of Heartland Group Holdings Limited. Greg has been appointed as an advisor to TAB/Entain, the New Zealand Thoroughbred Racing Inc. and the Minister for Racing.

Greg is Chair of the Development Committee.



Rob Hamilton

Independent Director
BSc, BCom

Rob Hamilton has been a Director of Oceania since 17 September 2021. He is a respected member of the capital markets and finance community in New Zealand, with more than 30 years' experience in senior executive roles. Rob is currently a Director of Westpac New Zealand Limited, Tourism Holdings Limited, Mercury NZ Limited and other New Zealand based companies and is Chair of the Auckland Grammar School Foundation Trust.

Rob was previously Chief Financial Officer at SkyCity Entertainment Group Limited and a Managing Director and Head of Investment Banking at Jarden (formerly First NZ Capital).

Rob was also previously a member of the Auckland Grammar School Board of Trustees and a Board member on the New Zealand Olympic Committee.

Rob is Chair of the People and Culture Committee and is a member of the Audit and Risk Committee.



Sarah Ottrey

Independent Director
BCom, CFInstD

Sarah Ottrey has been a Director of Oceania since 5 February 2026. Sarah is a Chartered Fellow of the Institute of Directors in New Zealand Inc. and has extensive marketing and commercial leadership experience locally and internationally from prior executive roles, which include Unilever and DB Breweries/Heineken. She has previously held Directorships on the boards of EBOS Group Limited, Public Trust, Blue Sky Meats (NZ) Limited and was a member of the Inland Revenue Risk Assurance Committee and Otago Southland Institute of Directors.

Sarah is currently the Chair of Christchurch International Airport Limited and Whitestone Cheese Limited and is a Director of Skyline Enterprises Limited and Mount Cook Alpine Salmon Limited. Sarah is also the NZ Member of the APEC Business Advisory Council, and member of the New Zealand China Business Council and NZTE NZ Story Reference Group.

Sarah is a member of the People and Culture Committee and Clinical and Health & Safety Committee.

Core Strengths
Climate
Markets & Customers
Building & Maintaining Relationships
Delivering Sustainable Growth
Executive Leadership
Capital Structure & Management
Property Development & Management
Australian Experience

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Our Board Skill Set

Core Strengths

Governance 7/7

- Commitment to the highest standards of governance.
- Board experience (NZX 50 or equivalent) or experience as an advisor to boards for at least 5 years.
- An ability to assess effectiveness of senior management.

Finance and accounting 5/7

- Senior executive or board experience in financial accounting and reporting, corporate finance and internal controls.
- Understanding of business and property valuation principles and their implications on the financial performance and position.

Risk management 7/7

- Developing and overseeing an appropriate risk framework and culture.
- Experience evaluating and managing financial and non-financial risks.

Capital markets and structure 6/7

- Experience with equity and debt markets, capital structuring and investment analysis.

Regulatory knowledge and experience 7/7

- An understanding of the regulatory environment in which we operate and the role that plays in ensuring sustainable custodianship of our assets and providing benefit to our customers.

Human resources 6/7

- Familiarity with people and best practice development and performance structures.

Health and safety 7/7

- Experience and understanding of health and safety and wellbeing requirements.

Climate

Climate 7/7

- Undertaken climate response training and understand climate risks.

Markets & Customers

Customer Advocacy 7/7

- Experience and understanding of sales, marketing and brand strategy and practices.

Aged Care, Hospitality, Customer Service Market Experience 7/7

- Experience and understanding (either at Board, leadership or senior consulting level) of the dynamics of the international and/or domestic aged care, hospitality and customer services markets, and opportunities and challenges within those markets.

Clinical Experience 4/7

- Experience and understanding of the clinical requirements of the healthcare sector at a governance, leadership and/ or practitioner level.

Building & Maintaining Relationships

Government Relationships 7/7

- An understanding of the functioning of Government and experience developing and maintaining a constructive relationship and interactions with Government and regulators.

Shareholder/Investment Community Relationships 7/7

- Experience in and understanding of shareholder and investment community concerns and developing constructive relationships.

Our Board Skill Set cont.

Delivering Sustainable Growth

Growth 7/7

- A track record of developing and implementing a successful and sustainable strategy of growth in business.

Strategy 7/7

- Ability to think strategically and assess strategic options and business plans.

Operational Leverage 7/7

- Experience in leading or advising organisational change and creating value for the benefit of customers and shareholders.

Business Model & Technological Disruption 7/7

- Understanding of differing business models and the potential for disruptive models and practices to impact customers and the supply chain.
- Understanding of the opportunities and risks provided by technology development.

Capital Structure & Management

Capital Structure & Management 6/7

- Experience with a range of capital structures and management of capital within an organisation.

Property Development & Management

Property Development & Management 3/7

- Experience as an investor, leader or adviser in the property development market.
- Experience as an investor, leader or adviser in the property management industry.

Executive Leadership

Executive Leadership 7/7

- Experience in a senior executive leadership position in a large organisation.

Australian Experience

Australian Experience 5/7

- Experience and understanding (either at Board, leadership or senior consulting level) of business in Australia.

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Three year summary

FOR THE YEAR ENDED 31 MARCH 2026

Financial Metrics

$NZm	March 26 12 Months	March 25 12 Months	March 24 12 Months
Total Comprehensive Income	75.0	74.6	70.5
Profit for the Year	0.1	30.4	31.5
Total Assets	3,076.1	2,940.7	2,782.3
Operating Cash Flow	169.4	110.3	103.4

Underlying Metrics

$NZm	March 26 12 Months	March 25 12 Months	March 24 12 Months
Underlying Net Profit after Tax	63.7	52.5	62.1
Underlying EBITDA[1]	97.4	86.0	82.6
Proforma Underlying Net Profit after Tax[2]	64.1	47.8	55.2
Proforma Underlying EBITDA[2]	97.7	81.3	75.8

Operating Metrics

	March 26 12 Months	March 25 12 Months	March 24 12 Months
Units	1,924	2,003	1,915
Care Suites	1,115	1,090	1,071
Care Beds	898	1,068	1,396
Total	**3,937**	**4,161**	**4,382**
New Sales	201	184	157
Resales	402	336	319
Total	**603**	**520**	**476**
Occupancy	93%	92%	91%
Occupancy (excluding development sites)	96%	95%	93%

1 This is a non-GAAP measure, refer to note 2.1 in the consolidated annual financial statements for further details.
2 Proforma amounts represent earnings adjusted for the closure of the Wesley Institute of Nursing Education which ceased trading in the period. Refer to Note 1.3 for further details.

Proforma Underlying Earnings

FOR THE YEAR ENDED 31 MARCH 2026

With changes to the certification pathways for overseas nurses introduced in 2025, a decision was made during the year ended 31 March 2025 to close the Wesley Institute of Nursing Education. The final course was run in April 2025. We show here the Underlying Earnings attributed to this business unit over the current and prior comparative periods.

We present Proforma Underlying EBITDA and Underlying Net Profit After Tax for both periods, normalising for the impact of closing this operation from our ongoing operations.

$NZ000's	FY2026	Wesley Institute of Nursing Education	Proforma FY2026	FY2025	Wesley Institute of Nursing Education	Proforma FY2025
Care	28,846	–	28,846	20,440	–	20,440
Village	100,713	–	100,713	96,432	–	96,432
Other	(32,145)	333	(31,812)	(30,871)	(4,714)	(35,585)
Group underlying EBITDA	**97,414**	**333**	**97,747**	**86,001**	**(4,714)**	**81,287**
Group underlying net profit after tax	**63,740**	**333**	**64,073**	**52,536**	**(4,714)**	**47,822**

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Consolidated financial statements.



32 Consolidated Statement of Comprehensive Income

32 Consolidated Balance Sheet

33 Consolidated Statement of Changes in Equity

33 Consolidated Cash Flow Statement

34 Notes to the Consolidated Financial Statements

Consolidated Statement of Comprehensive Income

FOR THE YEAR ENDED 31 MARCH 2026

$NZ000's	Notes	March 26	March 25
Revenue[1]	2.2	267,139	260,572
Change in fair value of investment property	3.1	32,807	90,170
Other income	2.3	2,680	4,938
Total income		**302,626**	**355,680**
Employee benefits and other staff costs	2.4	180,561	178,370
Holidays Act Remediation	1.3, 2.4	4,635	–
Depreciation (buildings and care suites)	2.4, 3.2, 3.4	15,836	14,402
Depreciation and amortisation (chattels, leasehold improvements and software)	2.4, 3.2, 3.4, 5.2	7,911	7,746
(Reversal of Impairment)/Impairment of property, plant and equipment	2.4, 3.2	(9,735)	26,011
Impairment of held for sale assets		–	14
Impairment of goodwill	2.4, 5.2	95	198
Finance costs	2.4	25,796	20,833
Other expenses	2.4	85,237	82,252
Total expenses[1]		**310,336**	**329,826**
(Loss)/Profit before income tax		**(7,710)**	**25,854**
Income tax benefit	5.1	7,829	4,561
Profit for the year		**119**	**30,415**
Other comprehensive income			
Items that will not be subsequently reclassified to profit or loss			
Gain on revaluation of property, plant and equipment for the year, net of tax	3.2, 5.1	75,403	45,794
Items that may be subsequently reclassified to profit or loss			
(Loss) on cash flow hedges, net of tax		(504)	(1,645)
Other comprehensive income for the year, net of tax		**74,899**	**44,149**
Total comprehensive income for the year attributable to shareholders of the parent		**75,018**	**74,564**
Basic earnings per share (cents per share)	4.2	0.0	4.2
Diluted earnings per share (cents per share)	4.2	0.0	4.2

1 March 26 includes revenue of nil, operating expenses of $0.6m, and a loss for the period of $0.6m in relation to the Wesley Institute of Nursing Education (March 2025: revenue of $7.9m, operating expenses of $3.2m, and profit for the period of $4.7m).

The above Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

Consolidated Balance Sheet

AS AT 31 MARCH 2026

$NZ000's	Notes	March 26	March 25
Assets			
Cash and cash equivalents		16,587	7,589
Trade and other receivables	5.3	139,606	117,791
Derivative financial instruments	5.6	35	735
Investment property	3.1	2,023,007	1,972,033
Property, plant and equipment	3.2	884,117	828,486
Right of use assets	3.4	8,706	9,341
Intangible assets	5.2	4,009	4,713
Total assets		**3,076,067**	**2,940,688**
Liabilities			
Trade and other payables	5.4	53,465	36,445
Deferred management fee	3.3	59,451	57,279
Refundable occupation right agreements	3.3	1,258,407	1,106,813
Lease liabilities	3.4	10,053	10,558
Borrowings	4.3	516,758	627,748
Deferred tax liabilities	5.1	–	–
Total liabilities		**1,898,134**	**1,838,843**
Net assets		**1,177,933**	**1,101,845**
Equity			
Contributed equity	4.1	715,960	715,960
Retained earnings		20,885	6,999
Reserves		441,088	378,886
Total equity		**1,177,933**	**1,101,845**

The Board of Directors of the Company authorised these consolidated financial statements for issue on 22 May 2026.

For and on behalf of the Board

Elizabeth Coutts
Chair

Alan Isaac
Director

The above Consolidated Balance Sheet should be read in conjunction with the accompanying notes.

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Consolidated Statement of Changes in Equity

FOR THE YEAR ENDED 31 MARCH 2026

$NZ000's	Notes	Contributed equity	Retained earnings	Asset revaluation reserve	Cash flow hedge reserve	Total equity
Balance as at 31 March 2024		**715,960**	**(34,264)**	**342,561**	**2,199**	**1,026,456**
Profit for the year		–	30,415	–	–	30,415
Other comprehensive income						
Revaluation of cash flow hedge net of tax		–	–	–	(1,645)	(1,645)
Revaluation of assets net of tax	3.2, 5.1	–	–	45,794	–	45,794
Transfer of assets revaluation reserve to retained earnings net of tax		–	10,023	(10,023)	–	–
Total comprehensive income		**–**	**40,438**	**35,771**	**(1,645)**	**74,564**
Transactions with owners						
Employee share scheme	4.1	–	825	–	–	825
Total transactions with owners		**–**	**825**	**–**	**–**	**825**
Balance as at 31 March 2025		**715,960**	**6,999**	**378,332**	**554**	**1,101,845**
Profit for the year		–	119	–	–	119
Other comprehensive income						
Revaluation of cash flow hedge net of tax		–	–	–	(504)	(504)
Revaluation of assets net of tax	3.2, 5.1	–	–	75,403	–	75,403
Transfer of assets revaluation reserve to retained earnings net of tax		–	12,697	(12,697)	–	–
Total comprehensive income		**–**	**12,816**	**62,706**	**(504)**	**75,018**
Employee share scheme	4.1	–	1,070	–	–	1,070
Total transactions with owners		**–**	**1,070**	**–**	**–**	**1,070**
Balance as at 31 March 2026		**715,960**	**20,885**	**441,038**	**50**	**1,177,933**

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Consolidated Cash Flow Statement

FOR THE YEAR ENDED 31 MARCH 2026

$NZ000's	Notes	March 26	March 25
Cash flows from operating activities			
Receipts from residents for village and care fees		198,315	201,013
Payments to suppliers and employees		(250,400)	(266,145)
Receipts from new occupation right agreements		336,225	294,494
Payments for outgoing occupation right agreements		(108,572)	(106,556)
Net goods and services tax received / (paid)[1]		7,381	(1,867)
Receipts from insurance proceeds		248	4,684
Interest received		1,076	3,110
Interest paid on general borrowings		(14,198)	(17,675)
Interest paid in relation to right of use assets		(712)	(781)
Net cash inflow from operating activities		**169,363**	**110,277**
Cash flows from investing activities			
Payments for property, plant and equipment and intangible assets		(17,789)	(39,803)
Payments for investment property and investment property under development		(67,641)	(73,747)
Proceeds from sale of sites and assets		52,010	32,103
Interest paid in relation to development borrowings		(11,567)	(18,428)
Payments for assets held for sale		–	(435)
Net cash outflow from investing activities		**(44,987)**	**(100,310)**
Cash flows from financing activities			
Proceeds from borrowings		64,713	102,091
Repayment of borrowings		(177,094)	(110,412)
Principal payments for lease liabilities		(2,192)	(1,542)
Loan Refinancing Fees		(805)	–
Net cash outflow from financing activities		**(115,378)**	**(9,863)**
Net increase in cash and cash equivalents		**8,998**	**104**
Cash and cash equivalents at the beginning of the year		7,589	7,485
Cash and cash equivalents at end of year		**16,587**	**7,589**

1 Net goods and services tax includes $14.0m of GST recovered on development expenditure (March 25: Nil)

The above Consolidated Cash Flow Statement should be read in conjunction with the accompanying notes.

Consolidated Cash Flow Statement

FOR THE YEAR ENDED 31 MARCH 2026

$NZ000's	Notes	March 26	March 25
Reconciliation of profit after income tax to net cash inflow from operating activities			
Profit for the year		**119**	**30,415**
Non-cash items included in profit for the year			
Deferred management fees accrued but not settled	2.2	(68,040)	(63,557)
Depreciation (buildings and care suites)	2.4	15,836	14,402
Depreciation and amortisation (chattels, leasehold improvements and software)	2.4	7,911	7,746
Impairment of goodwill	2.4	95	198
Net loss on disposal of property, plant and equipment		3,605	1,112
Fair value adjustment to investment property	3.1	(32,807)	(90,170)
Impairment of property, plant and equipment	3.2	(9,735)	26,011
Fair value adjustment to held for sale assets		–	14
Loss allowance for trade and other receivables	2.4	64	168
Interest accrued but not paid		8,689	6,825
Fair value movement on residents' share of resale gains	2.4	54	424
Fair value movement on cash flow hedges	5.6	–	–
Gain on Loan modification	4.3	–	(5,425)
Deferred tax benefit	5.1	(7,829)	(4,561)
Employee share scheme	4.1	1,070	825
Other non-cash items		2,195	974
		(78,892)	**(105,014)**
Cash items excluded from profit for the year			
Receipts from new occupation right agreements		336,225	294,494
Payments for outgoing occupation right agreements		(108,572)	(106,556)
		227,653	**187,938**
Increase in operating assets and liabilities			
(Decrease) / Increase in trade and other receivables		(2,139)	6,856
Increase / (Decrease) in trade and other payables		22,622	(9,918)
Net cash inflow from operating activities		**169,363**	**110,277**

The above Consolidated Cash Flow Statement should be read in conjunction with the accompanying notes.

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FOR THE YEAR ENDED 31 MARCH 2026

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General Information

1.1 Basis of Preparation

(i) Entities Reporting

The consolidated financial statements of the Group are for the economic entity comprising Oceania Healthcare Limited (the "Company") and its subsidiaries (together "the Group"). Refer to note 5.5 for details of the Group structure.

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Oceania Healthcare Limited as at 31 March 2026 and the results of all subsidiaries for the year then ended.

The Group owns and operates various care centres and retirement villages throughout New Zealand. The Group's registered office is Level 26, HSBC Tower, 188 Quay Street, Auckland, 1010, New Zealand.

(ii) Statutory Base

Oceania Healthcare Limited is a limited liability company which is domiciled and incorporated in New Zealand. It is registered under the Companies Act 1993 and is an FMC Reporting Entity in terms of Part 7 of the Financial Markets Conduct Act 2013. The Company is also listed on the NZX Main Board ("NZX") and the Australian Securities Exchange ("ASX") as a foreign exempt listing. The consolidated financial statements have been prepared in accordance with the requirements of the NZX and ASX listing rules, and Part 7 of the Financial Markets Conduct Act 2013.

The consolidated financial statements have been prepared in accordance with New Zealand Generally Accepted Accounting Practice ("NZ GAAP"). They comply with New Zealand equivalents to International Financial Reporting Standards ("NZ IFRS"), International Financial Reporting Standards ("IFRS") and other applicable New Zealand Financial Reporting Standards, as appropriate for for-profit entities. The Group is a Tier 1 for-profit entity in accordance with XRB A1.

The consolidated financial statements have been prepared in accordance with the going concern basis of accounting, which assumes that the Group will be able to realise its assets and discharge its liabilities in the normal course of business as they come due into the foreseeable future.

The Consolidated Balance Sheet has been prepared using a liquidity format.

(iii) Measurement Basis

These consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain assets and liabilities, including investment properties, certain classes of property, plant and equipment and derivatives.

(iv) Key Estimates and Judgements

The preparation of the consolidated financial statements in conformity with NZ IFRS and IFRS requires the use of certain critical accounting estimates. It also requires management to exercise their judgement in the process of applying the Group's accounting policies.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in the following notes:

- Estimate of Holiday Pay provision (note 1.3)
- Classification of accommodation with a care or service offering (note 3)
- Fair value of investment property and investment property under development (note 3.1)
- Fair value of freehold land and buildings (note 3.2)
- Revenue recognition of deferred management fees (note 3.3)
- Recognition of deferred tax (note 5.1)

1.2 Accounting Policies

(i) New Accounting Standards

No changes to accounting policies have been made during the year and the Group has not early adopted any standards, amendments or interpretations to existing standards that are not yet effective.

Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 31 MARCH 2026

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1.2 Accounting Policies (continued)

In April 2024, the IASB issued NZ IFRS 18 Presentation and Disclosure in Financial Statements that is effective for the accounting period that begins on or after 1 January 2027. This standard has not been early adopted in preparing these financial statements. This standard introduces new requirements on presentation within the income statement (including specified totals and subtotals) and additional note disclosures. The impact of this standard is being assessed by the Group.

(ii) Measurement of Fair Value

The Group classifies its fair value measurement using the fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels.

Level 1: Quoted prices (unadjusted) in active markets for the identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The carrying amount of all financial assets and liabilities is considered to approximate their fair value.

1.3 Significant Events and Transactions

(i) Disposal of Property Plant and Equipment and Investment Property sites

During the year ended 31 March 2026 a total of seven sites were divested for proceeds totalling $51.1m. The sites divested were Woburn (Hawkes Bay), Hutt Gables (Upper Hutt), Eldon (Upper Hutt), Elmswood (Tauranga), Te Mana (Auckland), Ohinemuri (Paeroa) and Whitianga (Whitianga). (31 March 2025: six sites, total sales proceeds $33.8m).

(ii) Closure of Wesley Institute of Nursing Education

With changes to the certification pathways for overseas nurses introduced in New Zealand, a decision was made during the year ended 31 March 2025 to close the Wesley Institute of Nursing Education. The final course concluded in April 2025.

The Wesley Institute of Nursing Education contributed $0.6m of operating expenses and EBITDA of ($0.6m) in the current period. During the comparative period it contributed revenue of $7.9m, operating expenses of $3.2m and EBITDA of $4.7m.

(iii) Holidays Act Remediation

The Group has determined that certain current and former employees may have been underpaid from 2020 onwards. This has arisen from the complexity of applying the Holidays Act 2003, particularly given the varied nature of the Group's workforce. The matters identified relate to Holidays Act 2003 entitlements, including the way various allowances and employee entitlements have been interpreted and calculated. External consultants have assisted management in estimating the amounts owing to past and present employees.

An expense of $4.6m has been recognised in total comprehensive income for the year ended 31 March 2026, with an equal provision held on the balance sheet as at 31 March 2026 (note 5.4). An amount of $3.8m, being the portion of the provision that relates to prior years, has been excluded from underlying earnings for the year ended 31 March 2026 (note 2.1). Management continues to work with its external consultant to determine the exact amounts owed to employees and develop a repayment plan. There is inherent uncertainty and judgement in this estimate which is considered in note 1.1(iv).

1.4 Market Capitalisation

At balance date, the market capitalisation of the Group (being the 31 March 2026 closing share price, as quoted on the NZX Main Board, multiplied by the number of shares on issue) was below the carrying amount of the Group's net assets and shareholders' funds. In considering the difference, the Group notes that over 90% of total assets at 31 March 2026 are property assets carried at fair value as assessed by CBRE Limited.

2. Operating Performance

2.1 Operating Segments

The Group's chief operating decision maker is the Board of Directors.

The operating segments have been determined based on the information reviewed by the Board of Directors for the purposes of allocating resources and assessing performance. The assets and liabilities of the Group are reported to the chief operating decision maker in total not by operating segment.

Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 31 MARCH 2026

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2.1 Operating Segments (continued)

The Group operates in New Zealand and comprises three segments; care operations, village operations and other.

Information regarding the operations of each reportable segment is included below. Amongst other criteria, performance is measured based on segmental underlying earnings before interest, tax, depreciation and amortisation ("EBITDA"), which is the most relevant measure in evaluating the performance of segments relative to other entities that operate within the aged care and retirement village industries.

Additional segmental reporting information

Capital expenditure: Refer to note 3 for details on capital expenditure.

Goodwill: Goodwill is allocated to care cash generating units.

What is Total Comprehensive Income?

Total comprehensive income is a measure of the total performance of all segments under NZ GAAP. It includes fair value movements relating to the Group's care centres and cash flow hedges.

	Care	Village	Other
Product	Includes traditional care beds and care suites.	Includes independent living and rental properties.	N/A
Services	The provision of accommodation, care and related services to Oceania's aged care residents. Includes the provision of services such as meals and care packages to independent living residents.	The provision of accommodation and related services to independent residents in the Group's retirement villages.	Provision of support services to the Group (includes administration, marketing and operations). In the comparative period this segment included the provision of training by the Wesley Institute of Nursing Education.[1]
Recognition of Operating Revenue and Expenses	The Group derives Operating Revenue from the provision of care and accommodation. In relation to the provision of superior accommodation above the Government specification the Group derives revenue from Premium Accommodation Charges ("PACs") or, in the case of care suites, through Deferred Management Fees ("DMF"). Operating Expenses primarily include staff costs, resident welfare expenses and overheads.	The Group derives Operating Revenue from weekly service fees and rental income. Operating Revenue also includes DMF accrued over the expected occupancy period for the relevant accommodation. Operating Expenses include village property maintenance, sales and marketing, and administration related expenses.	Includes corporate office and corporate expenses. Finance costs relate to the cost of bank debt. Income and expenditure relating to the Wesley Institute of Nursing Education was recognised in this segment in the comparative period.[1]
Recognition of Fair Value movements on New Developments	Fair value increases or decreases are recognised in other comprehensive income (i.e. not in profit or loss) for the fair value movement above historical cost. Impairments below historical cost are recognised in comprehensive income (i.e. profit or loss).	Fair value movements are recognised in comprehensive income (i.e. profit or loss).	N/A
Recognition of Fair Value movements on Existing Care Centres and Retirement Villages	Fair value movements are treated the same as above. When sites are decommissioned for development, this results in an impairment of the buildings and chattels which is recognised in comprehensive income (i.e. profit or loss).	Fair value movements are recognised in comprehensive income (i.e. profit or loss).	N/A
Recognition in Underlying Profit (refer note 2.1 overleaf)	Fair value movements are removed. Non recurring expenditure relating to Holidays Act remediation is removed.	Fair value movements are removed. Realised gains on resales and the development margins from the sale of independent living units and care suites are included, reflective of the ownership structure of the assets.	Fair value movements of loan modification are removed.
Asset Categorisation	Assets used, or, in the case of developments, to be used, in the provision of care are recognised as property, plant and equipment.	Assets used, or, in the case of developments, to be used, for village operations are recognised as investment property.	Corporate office assets are recognised as property, plant and equipment. Assets include intangibles (e.g. software).

1 As a result of changes to the certification pathways for overseas nurses, a decision was made during the year ended 31 March 2025 to close the Wesley Institute of Nursing Education. The final course concluded in April 2025.

Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 31 MARCH 2026

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2.1 Operating Segments (continued)

March 2026 $NZ000's	Care Operations	Village Operations	Other[1]	Total
Revenue	209,152	57,987	–	267,139
Change in fair value of investment property	–	32,807	–	32,807
Other income	839	789	7	1,635
Total income	**209,991**	**91,583**	**7**	**301,581**
Operating expenses	(185,470)	(51,203)	(33,760)	(270,433)
Impairment of goodwill	(95)	–	–	(95)
Reversal of impairment of property, plant and equipment	9,735	–	–	9,735
Segment EBITDA	**34,161**	**40,380**	**(33,753)**	**40,788**
Interest income	–	–	1,045	1,045
Finance costs	–	–	(25,796)	(25,796)
Depreciation (buildings and care suites)	(14,943)	–	(893)	(15,836)
Depreciation and amortisation (chattels, leasehold improvements and software)	(5,990)	–	(1,921)	(7,911)
Profit / (loss) before income tax	**13,228**	**40,380**	**(61,318)**	**(7,710)**
Income tax benefit	335	428	7,066	7,829
Profit / (loss) for the year attributable to shareholders	**13,563**	**40,808**	**(54,252)**	**119**
Other comprehensive income				
Gain on revaluation of property, plant and equipment for the year, net of tax	75,403	–	–	75,403
Loss on cash flow hedges, net of tax	–	–	(504)	(504)
Total comprehensive income / (loss) for the year attributable to shareholders of the parent	**88,966**	**40,808**	**(54,756)**	**75,018**

1 Includes revenue of nil, operating expenses of $0.6m and a loss for the period of $0.6m in relation to the Wesley Institute of Nursing Education.

March 2025 $NZ000's	Care Operations	Village Operations	Other[2]	Total
Revenue	200,288	52,413	7,871	260,572
Change in fair value of investment property	–	90,170	–	90,170
Other income	832	996	–	1,828
Total income	**201,120**	**143,579**	**7,871**	**352,570**
Operating expenses	(180,680)	(41,200)	(38,742)	(260,622)
Impairment of goodwill	(198)	–	–	(198)
Impairment of property, plant and equipment	(26,011)	–	–	(26,011)
Impairment of held for sale assets	–	(14)	–	(14)
Segment EBITDA	**(5,769)**	**102,365**	**(30,871)**	**65,725**
Interest income	–	392	2,718	3,110
Finance costs	–	–	(20,833)	(20,833)
Depreciation (buildings and care suites)	(13,452)	–	(950)	(14,402)
Depreciation and amortisation (chattels, leasehold improvements and software)	(5,822)	–	(1,924)	(7,746)
(Loss) / Profit before income tax	**(25,043)**	**102,757**	**(51,860)**	**25,854**
Income tax benefit / (expense)	4,671	(5,389)	5,279	4,561
(Loss) / Profit for the year attributable to shareholders	**(20,372)**	**97,368**	**(46,581)**	**30,415**
Other comprehensive income				
Gain on revaluation of property, plant and equipment for the year, net of tax	45,794	–	–	45,794
Loss on cash flow hedges, net of tax	–	–	(1,645)	(1,645)
Total comprehensive income / (loss) for the year attributable to shareholders of the parent	**25,422**	**97,368**	**(48,226)**	**74,564**

2 Includes revenue of $7.9m, operating expenses of $3.2m and a profit for the period of $4.7m in relation to the Wesley Institute of Nursing Education.

Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 31 MARCH 2026

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2.1 Operating Segments (continued)

Underlying net profit after tax ("Underlying Profit")

Underlying Profit and Underlying EBITDA are non-GAAP measures of financial performance. The calculation of Underlying Profit and Underlying EBITDA requires a number of estimates to be approved by the Directors in their preparation. Both the methodology and the estimates may differ among companies in the retirement village sector. Underlying Profit and Underlying EBITDA do not represent cash flow generated during the year.

The Group calculates Underlying Profit and Underlying EBITDA by making the following adjustments to reported Net Profit after Tax:

	Total comprehensive income / (loss) for the year attributable to shareholders of the parent
Remove	Fair value adjustments for investment property assets, property, plant and equipment, held for sale assets and financial instruments.
Add back	Impairment of goodwill
Add back / remove	Loss / gain on sale, decommissioning or purchase of assets and business assets including associated costs
Add back	Depreciation (care suites)
Add back / remove	Expenditure/revenue of a non recurring nature
Add back	Directors' estimate of realised gains on the resale of units and care suites sold under an ORA
Add back	Directors' estimate of realised development margin on the first sale of new ORA units or care suites following the development of an ORA unit or care suite, conversion of an existing care bed to a care suite or conversion of a rental unit to an ORA unit
Add back	Deferred taxation component of taxation expense so that only the current tax expense is reflected
=	**Underlying Profit**
Remove	Interest income
Add back	Finance costs (including lease interest under NZ IFRS 16 Leases but excluding hedge ineffectiveness)
Add back	Depreciation and amortisation (including right of use and property, plant and equipment)
Add back	Current tax expense
=	**Underlying EBITDA**

Resale gain – Underlying Profit

The Directors' estimate of realised gains on resales of ORA units and care suites (i.e. the difference between the incoming resident's ORA licence payment and the ORA licence payment previously received from the outgoing resident) is calculated as the net cash flow received, and receivable at the point that the ORA contract becomes unconditional and has either "cooled off" (the contractual period in which the resident can cancel the contract) or where the resident is in occupation at balance date.

Development margin – Underlying Profit

The Directors' estimate of realised development margin is calculated as the ORA licence payment received, and receivable, in relation to the first sale of new ORA units and care suites, at the point that the ORA contract becomes unconditional and has either "cooled off" or where the resident is in occupation at balance date, less the development costs associated with developing the ORA units and care suites. Where the development has been acquired in a business combination the development costs are equal to the purchase price.

The Directors' estimate of realised development margin for conversions is calculated based on the difference between the ORA licence payment received, and receivable, in relation to sales of newly converted ORA units and care suites, at the point that the ORA contract becomes unconditional and has either "cooled off" or where the resident is in occupation at balance date, and the associated conversion costs.

Notes to the Consolidated Financial Statements

FOR THE YEAR ENDED 31 MARCH 2026

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2.1 Operating Segments (continued)

The table below describes the composition of development and conversion costs.

Included	**New builds:** • the construction costs directly attributable to the relevant project, including any required infrastructure (e.g. roads) and amenities related to the units (e.g. landscaping) as well as any demolition and site preparation costs associated with the project. The costs are apportioned between the ORA units and care suites, in aggregate, using estimates provided by the project quantity surveyor. The construction costs for the individual ORA units or care suites sold are determined on a prorated basis using gross floor areas of the ORA units and care suites; • an apportionment of land value based on the gross floor area of the ORA units and care suites developed. The value for Brownfield[1] development land is the estimated fair value of land at the time a change of use occurred[2] (from operating as a care centre or retirement village to a development site), as assessed by an external independent valuer. Greenfield[3] development land is valued at historical cost; and • capitalised interest costs to the date of project completion apportioned using the gross floor area of ORA units and care suites developed. **Conversions:** • of care beds to care suites - the actual refurbishment costs incurred; and • of rental units to ORA units - the actual refurbishment costs incurred and the fair value of the rental unit prior to conversion.
Excluded	• Construction, land (apportioned on a gross floor area basis) and interest costs associated with common areas and amenities or any operational or administrative areas.

March 2026 $NZ000's	Care Operations	Village Operations	Other	Total
Total comprehensive income for the year attributable to shareholders of the parent	**88,966**	**40,808**	**(54,756)**	**75,018**
Adjusted for Underlying Profit items				
Less: Fair value adjustments for investment property assets, property, plant and equipment and cashflow hedges	(85,138)	(32,807)	504	(117,441)
Add: Impairment of goodwill	95	–	–	95
Add: Loss on sale of business assets including associated costs and restructure costs	461	7,240	1,608	9,309
Add: Non recurring cost of Holidays Act remediation relating to prior periods	3,863	–	–	3,863
Add: Depreciation (care suites)	13,532	–	–	13,532
Add: Amortisation of fair value of loan modification	–	–	1,293	1,293
Add: Realised resale gain	–	36,926	–	36,926
Add: Realised development margin	–	48,974	–	48,974
Underlying net profit before tax	**21,779**	**101,141**	**(51,351)**	**71,569**
Less: Deferred tax benefit	(335)	(428)	(7,066)	(7,829)
Underlying net profit after tax	**21,444**	**100,713**	**(58,417)**	**63,740**
Less: Interest income	–	–	(1,045)	(1,045)
Add: Finance costs	–	–	24,503	24,503
Add: Depreciation (buildings)	1,412	–	893	2,305
Add: Depreciation and amortisation (chattels, leasehold improvements and software)	5,990	–	1,921	7,911
Underlying EBITDA	**28,846**	**100,713**	**(32,145)**	**97,414**

1 Brownfield land refers to land previously utilised by, or part of, an operational aged care centre or retirement village.
2 The timing of a change of use is a Directors' estimate. It is based on a range of factors including evidence of steps taken to secure a resource consent and/or building consent for a particular development or stage of a development and the decommissioning of existing operations (either through the buy-back of existing village ORA units or decommissioning of an existing care centre). Note the cost of buybacks is not included in the development cost as an independent fair value of the land on an unencumbered basis is used as the value ascribed to the development land.
3 Greenfield land refers to land not previously utilised by, or as part of, an operational aged care centre or retirement village. Greenfield land is typically bare (undeveloped) land at the time of purchase.

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2.1 Operating Segments (continued)

March 2025 $NZ000's	Care Operations	Village Operations	Other	Total
Total comprehensive income for the year attributable to shareholders of the parent	**25,422**	**97,368**	**(48,226)**	**74,564**
Adjusted for Underlying Profit items				
Less: Fair value adjustments for investment property assets, property, plant and equipment, held for sale assets and cashflow hedges	(19,783)	(90,156)	1,645	(108,294)
Add: Impairment of goodwill	198	–	–	198
Add: Loss on sale of business assets including associated costs	–	856	–	856
Add: Depreciation (care suites)	11,831	–	–	11,831
Less: Fair value of loan modification	–	–	(5,425)	(5,425)
Add: Change in estimate of impairment in relation to weather event	–	181	–	181
Add: Realised resale gain	–	34,843	–	34,843
Add: Realised development margin	–	48,343	–	48,343
Underlying net profit before tax	**17,668**	**91,435**	**(52,006)**	**57,097**
Less: Deferred tax benefit	(4,671)	5,389	(5,279)	(4,561)
Underlying net profit after tax	**12,997**	**96,824**	**(57,285)**	**52,536**
Less: Interest income	–	(392)	(2,718)	(3,110)
Add: Finance costs	–	–	26,258	26,258
Add: Depreciation (buildings)	1,621	–	950	2,571
Add: Depreciation and amortisation (chattels, leasehold improvements and software)	5,822	–	1,924	7,746
Underlying EBITDA	**20,440**	**96,432**	**(30,871)**	**86,001**

2.2 Revenue

How we earn revenue

Care	Village	Other
Daily care fees for long term and short-term rest home, hospital and dementia residents	Deferred management fees – independent living	
Premium accommodation charges	Village service fees – independent living	Interest income
Deferred management fees – care suites	Rental income – residents without a long-term occupation right agreement	
Primary Care Fees		

Accounting Policy

Revenue is recognised in accordance with NZ IFRS 15 Revenue from Contracts with Customers ("NZ IFRS 15"). Deferred management fees and rental income are considered leases under NZ IFRS 16 Leases ("NZ IFRS 16") and are therefore excluded from the scope of NZ IFRS 15. None of the Group's revenue, as defined by NZ IFRS 15, contains significant financing components.

Rest Home and Hospital Service Fees

A contract is in place with all care residents by means of an admission agreement. The resident receives the benefit as the care is administered and each resident incurs a contracted daily care fee. Rest home and hospital service fees are recognised at the point in time the services are rendered which is specifically linked to the day the service is delivered. Where applicable these are recognised net of any associated rebates to residents.

Aged care subsidies received from the Ministry of Health, included in rest home, hospital and dementia fee revenue within the care segment, for the year ended March 2026 amounted to $98.9m (March 2025: $107.4m).

Premium Accommodation Charges

Premium accommodation charges are payable by residents who occupy a premium room above the level specified by the Government. The charge is included in their admission agreement and is recognised when the accommodation is provided.

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2.2 Revenue (continued)

Deferred Management Fees

Deferred management fees are considered leases and are payable by residents of the Group's units, apartments and care suites under the terms of their ORA or unit title rights. Refer to note 3.3.

Management fees are typically payable on termination of the ORA up to a maximum percentage of a resident's occupation licence or unit title rights deposit, for the right to share in the use and enjoyment of common facilities.

The timing of the recognition of deferred management fees is a critical accounting estimate and judgement. The deferred management fee is recognised on a straight-line basis over the average expected occupancy. The expected periods of occupancy are based on historical Group averages, for the relevant accommodation they are estimated to be 7 years for units and premium apartments, 5 years for apartments and 3 years for care suites from the date of occupation. Estimates of deferred management fee tenure are reviewed periodically. Where a change is made, it is the Group's policy to recognise the aggregate impact of this change in the period in which the change in estimate occurs.

Village Service Fees

Village service fees are charged to residents to recover a portion of village operating costs associated with services provided including staff wages, rates, and electricity. An ORA is in place with all village residents who receive the benefit of services throughout their stay. Village service fees are recognised over time as services are rendered.

Rental Income

Rental agreements are in place with all rental residents and set out the relevant weekly and monthly rental fees. The resident receives the benefit throughout their stay and revenue is recognised as it is earned.

$NZ000's	March 26	March 25
Rest home, hospital, dementia fees	180,190	174,557
Premium accommodation charge	8,406	7,524
Deferred management fees – independent living	44,182	39,477
Deferred management fees – care suites	19,958	17,861
Village service fees	11,550	10,842
Training income	121	7,910
Rental income	341	525
Other services provided to residents	2,391	1,876
	267,139	**260,572**

2.3 Other Income

Interest Income

Interest income is recognised on an accrual basis using the effective interest method.

Other Income

Other income includes administration and legal income derived from the settlement of ORAs.

$NZ000's	March 26	March 25
Interest income	1,045	3,110
Other income	1,635	1,828
	2,680	**4,938**

Notes to the Consolidated Financial Statements

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2.4 Expenses

Accounting Policy

All operating expenses are recognised on an accrual basis.

$NZ000's	Notes	March 26	March 25
Profit before income tax includes the following expenses:			
Employee benefits and other staff costs			
Wages and salaries		173,600	172,577
Termination benefits[1]		3,344	1,348
Employee share scheme expense	4.1	205	305
Other staff costs[2]		3,412	4,140
		180,561	**178,370**
Provision for Holidays Act remediation		**4,635**	**-**
Depreciation and amortisation			
Depreciation of buildings	3.2	1,308	1,527
Depreciation of care suites	3.2	13,532	11,831
Depreciation of right of use assets (buildings)	3.4	996	1,044
Depreciation of chattels	3.2	5,855	5,660
Depreciation of right of use assets (chattels)	3.4	1,325	1,307
Amortisation of software	5.2	731	779
		23,747	**22,148**
Finance costs			
Interest on senior debt facilities		16,934	26,676
Interest on retail bond		6,175	6,175
Agency, commitment and line fees		3,936	4,446
Capitalised interest and line fees		(4,296)	(12,959)
Amortisation of bank fees		915	985
Fair value of loan modification	4.3	-	(5,425)
Fair value of loan modification – amortisation	4.3	1,293	-
Bank interest		127	154
Interest on lease liabilities		712	781
		25,796	**20,833**
(Reversal of impairment) / Impairment of property, plant and equipment	3.2	**(9,735)**	**26,011**
Change in fair value of held for sale assets		**-**	**14**
Impairment of goodwill	5.2	**95**	**198**

$NZ000's	Notes	March 26	March 25
Other expenses			
Fees paid to Auditor			
Audit and review of consolidated financial statements		623	601
Audit or review related services – Trustee reporting		8	8
Other assurance services			
Climate-related reporting assurance		63	92
Climate-related debt assurance		32	-
Total other assurance services		95	92
Other services			
Market remuneration surveys		9	-
Remuneration benchmarking		-	4
Total other services		9	4
Total fees paid to auditor		**735**	**705**
Repairs and maintenance of property, plant and equipment		3,300	3,497
Repairs and maintenance of investment property		2,986	3,323
Loss on disposal of property, plant and equipment and investment property		7,234	840
Donations		2	1
Loss allowance for trade and other receivables	5.3	64	168
Resident consumables		17,805	18,698
Movement of residents' share of resale gains		54	424
Insurance		6,087	6,614
Legal and professional services		7,557	7,808
Other expenses (no items of individual significance)		39,413	40,174
		85,237	**82,252**
Total Expenses		**310,336**	**329,826**

1 In the current period Termination benefits include payments to three Key Management Personnel, refer note 5.5
2 Other staff costs include costs such as staff training, uniforms and recruitment.

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3. Property Assets

The Group operates care centres and retirement villages. As outlined in section 2.1, village sites are typically investment property and care sites are typically property, plant and equipment.

What is Investment Property?

Land and buildings are classified as investment property when they are held to generate revenue either through capital appreciation or through rental income.

As residents occupying our retirement villages live independently, the level of services provided is seen as secondary to the provision of accommodation. Accordingly, these buildings are classified as investment property as they are held primarily to generate DMF income.

What is Property, Plant and Equipment?

Land, buildings and chattels are classified as property, plant and equipment when they are used to generate revenue through the provision of goods and services or for administration purposes.

As residents occupying our care centres, including care suites, require services including nursing care, meals and laundry, the buildings in which they live are considered to be operated by the Group to generate this revenue and are classified as property, plant and equipment.

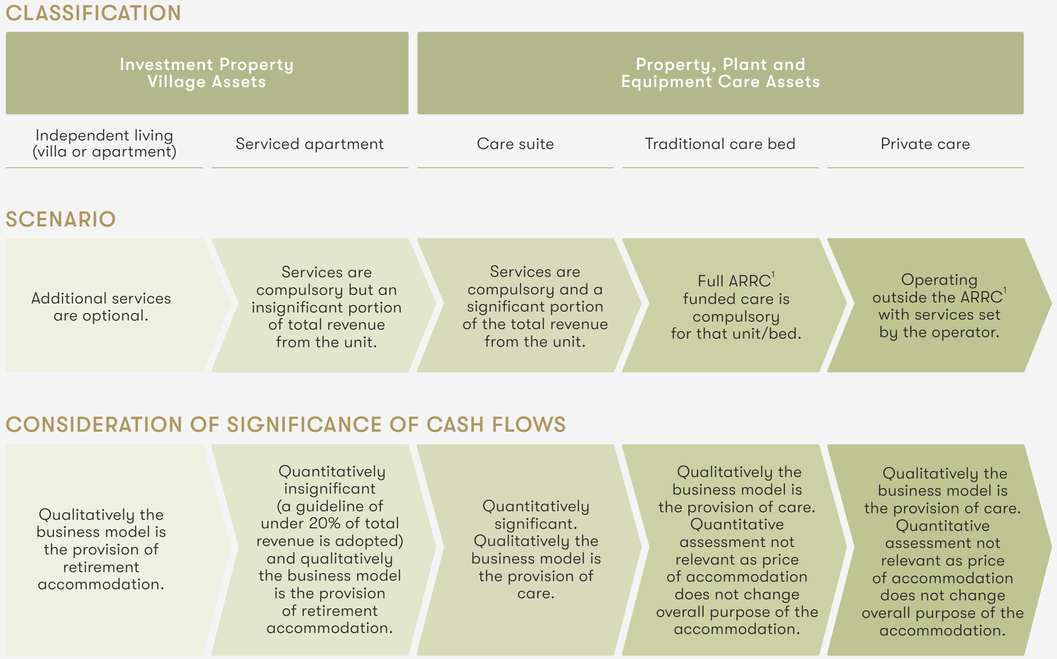
What is a Care Suite?

Care suites are a premium offering for a resident requiring rest home or hospital level care. The care suite is located within a care centre. Rather than pay a daily premium accommodation charge for the provision of the premium room the residents enter into an ORA with a net management fee.

Classification of Serviced Apartments and Care Suites

Where services are provided to residents who occupy accommodation under an ORA, it is the Group's policy to assess their level of significance in the context of the overall income derived from the serviced apartment or care suite in ascertaining whether the serviced apartment or care suite is freehold land and buildings (referred to as property, plant and equipment) or investment property.

The Group applies the following principles when ascertaining the appropriate accounting treatment to be applied:



1 ARRC refers to age-related residential care

Notes to the Consolidated Financial Statements

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3.1 Village Assets: Investment Property

Accounting Policy

Investment property includes both freehold land and buildings and land and buildings under development, comprising independent units, serviced apartments and common facilities, provided for use by residents under the terms of an ORA. Investment property is held for long-term yields and is not occupied by the Group. Investment property is held at fair value.

The fair value of investment property is determined by the Directors having taken into consideration the valuation conducted by CBRE Limited as independent registered valuers and the cost of work undertaken in relation to investment property under development.

The movement in the carrying value of investment property, net of additions, transfers and disposals is recognised as a fair value movement in Profit and Loss.

Fair value measurement on investment property under development is only applied if the fair value is considered to be reliably measurable. Where the fair value of a property under development can be determined, it is carried at fair value. Where the fair value of investment property under development cannot be reliably determined, the carrying amount is considered to be the fair value of the land plus the cost of work undertaken.

$NZ000's	Notes	March 26	March 25
Investment property under development at fair value			
Opening balance		139,865	181,968
Impact of change to GST taxable supplies[1]		(693)	(593)
Capitalised expenditure (including land acquisitions)		40,651	54,575
Capitalised interest and line fees		3,587	8,806
Disposal		(3,195)	(305)
Transfer to completed investment property		(24,610)	(100,105)
Transfer to property, plant and equipment	3.2	–	(1,750)
Transfer from held for sale		–	1,340
Change in fair value during the year		(19,534)	(4,071)
Closing balance		**136,071**	**139,865**
Completed investment property at fair value			
Opening balance		1,832,168	1,633,418
Impact of change to GST taxable supplies[1]		–	(1,382)
Transfer from investment property under development		24,610	100,105
Transfer (to)/from property, plant and equipment	3.2	–	(800)
Transfer from held for sale		–	7,330
Capitalised expenditure		19,003	14,101
Capitalised interest and line fees		–	755
Disposal		(41,186)	(15,600)
Change in fair value during the year – villages		52,341	94,241
Closing balance		**1,886,936**	**1,832,168**
Total investment property		**2,023,007**	**1,972,033**

1 Relates to GST claimed on land purchased in a prior period subject to a change in use adjustment in the current period.

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3.1 Village Assets: Investment Property (continued)

Change in Fair Value Recognised in Profit and Loss

$NZ000's	March 26	March 25
Increase in fair value of investment property	50,974	156,647
Add / (Less): Transfers to property, plant and equipment, right of use assets and held for sale during the year	–	(6,120)
Less: Capitalised expenditure including capitalised interest	(62,548)	(76,262)
Add: Disposals	44,381	15,905
Change in fair value recognised in Profit and Loss	**32,807**	**90,170**

A reconciliation between the valuation and the amount recognised as investment property is as follows:

$NZ000's	Notes	March 26	March 25
Investment Property under development			
Valuation		136,071	139,865
		136,071	**139,865**
Completed Investment Property			
Valuation		852,824	919,089
Add: Refundable occupation licence payments	3.3	1,253,528	1,121,025
Add: Residents' share of resale gains	3.3	2,790	5,050
Less: Management fee receivable	3.3	(212,568)	(190,387)
Less: Resident obligations for units not included in valuation		(9,638)	(22,609)
		1,886,936	**1,832,168**
Total investment property at fair value		**2,023,007**	**1,972,033**

Where an incoming resident has an unconditional ORA in respect of a retirement village unit and the corresponding outgoing resident for that same accommodation has not yet been refunded, the independent valuation is adjusted for the incoming resident balances only. In certain circumstances accommodation under an ORA is valued as development land. In these situations, the independent valuation is not adjusted for the refundable amounts and consequently no offsetting "gross up" is required. An adjustment of $9.6m (March 2025: $22.6m) is included in the above reconciliation to reflect this.

The valuation of investment property is adjusted for cash flows relating to refundable occupation licence payments, residents' share of resale gains and management fee receivable recognised separately on the Consolidated Balance Sheet and also reflected in the valuation model.

Why do we adjust for the liability to residents?

In the external valuation the fair value of investment property includes an allowance for the amount that is payable by the Group to residents already in occupation within the property. However, this liability to existing residents is recognised in the Group's Consolidated Balance Sheet (referred to as refundable occupation right agreements – refer to note 3.3). Accordingly, the Group adds this net liability to residents to the external valuation to "gross up" the fair value of investment property and avoid double counting the liability to residents.

Valuation Process and Key Inputs

Investment Property under Development

CBRE Limited provided valuations of development land in respect of investment property under development as at 31 March 2026.

The fair value of investment property is determined by the Directors having taken into consideration the valuation conducted by the external valuers as independent registered valuers and the cost of work undertaken in relation to investment property under development, including any associated capitalised interest costs during the development period.

The Group has applied the following methodology in relation to the measurement of investment property under development:

Practical completion not achieved

Where the development still requires substantial work such that practical completion is not going to be achieved, at or close to balance date, the fair value recognised is the fair value of the development land per the Directors' valuation plus the cost of any work in progress. Work in progress includes any interest costs on debt drawn to fund the development during the development period. An amount of $43.3m as at 31 March 2026 (March 2025: $40.9m) has been recognised in relation to these development sites.

Where an individual development is of both investment property and freehold buildings in nature, the fair value of land and work in progress is apportioned between investment property under development and freehold land and buildings under development, by applying the estimated gross floor area for these respective areas of the development based on information obtained from the project quantity surveyors at the planning and design stages.

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3.1 Village Assets: Investment Property (continued)

Practical completion achieved

Where a development is practically completed, or likely to be completed at, or close to, balance date the investment property is measured at its completed fair value per the Directors' valuation with an adjustment made for any estimated costs, in accordance with the project budget, to be incurred to complete the development, and is then transferred to completed investment property.

Completed Investment Property

As required by NZ IAS 40 *Investment Property*, the valuation of investment property is adjusted for cash flows relating to refundable occupation licence payments, residents' share of resale gains and management fees receivable recognised separately on the Consolidated Balance Sheet and also reflected in the valuation model.

Any interest costs incurred on outstanding development debt balances after the completion of that development are recognised through the Statement of Comprehensive Income, an amount of $6.5m in the period (March 2025: $6.3m)

The Group's interest in all completed investment property was valued on 31 March 2026 by CBRE Limited (March 2025: CBRE Limited,) at a total of $852.8m (March 2025: $919.1m).

Property Specific Assumptions

Seismic Assessments

In the prior period, the external valuations, and accordingly the fair value of investment property, incorporated an allowance in relation to remediation to properties where seismic strength testing had been carried out.

Key Accounting Estimates and Judgements

All investment properties have been determined to be Level 3 (March 2025: Level 3) in the fair value hierarchy as the fair value is determined using inputs that are unobservable.

Significant Unobservable Inputs

The significant unobservable input used in the fair value measurement of the Group's development land is the value per m2 assumption. Increases in the value per m2 rate result in the corresponding increases in the total valuation.

The significant unobservable inputs used in the fair value measurement of the Group's portfolio of completed investment property are the discount rate and property price growth rate. There are no interdependencies or interplays between unobservable inputs.

The following assumptions have been used to determine fair value:

Significant Input	Description	2026	2025
Discount rate	The pre-tax discount rate	14.0% - 20.0% (median: 14.8%)	14.0% - 20.0 % (median: 15.0%)
Property price growth rate	Anticipated annual property price growth over the cash flow period 0-4 years	0.0% - 3.0%	0.5 % - 3.0 %
Property price growth rate	Anticipated annual property price growth over the cash flow period 5+ years	3.0% - 3.5%	2.5 % - 3.5 %

Sensitivities

At 31 March 2026	Adopted Value	Discount Rate +0.5%	Discount Rate -0.5%	Property Growth Rate +50 bp	Property Growth Rate -50 bp
Completed investment property					
Valuation $NZ000's	852,824				
Difference $NZ000's		(29,849)	31,554	52,875	(48,611)
Difference %		(3.50%)	3.70%	6.20%	(5.70%)

At 31 March 2025	Adopted Value	Discount Rate +0.5%	Discount Rate -0.5%	Property Growth Rate +50 bp	Property Growth Rate -50 bp
Completed investment property					
Valuation $NZ000's	919,089				
Difference $NZ000's		(30,787)	32,560	53,898	(52,434)
Difference %		(3.4%)	3.5%	5.9%	(5.7%)

The stabilised occupancy period is a key driver of the CBRE Limited valuation. A significant increase / (decrease) in the occupancy period would result in a significantly lower/ (higher) fair value measurement.

Significant Input	2026	2025
Stabilised Occupancy Period	7.0 yrs – 9.2 yrs (median: 7.7 yrs)	5.1 yrs – 9.0 yrs (median: 7.7 yrs)

Current ingoing price, for subsequent resales of ORAs, is a key driver of the valuations. A significant increase / (decrease) in the ingoing price (as driven by the property growth rates) would result in a significantly higher / (lower) fair value measurement.

Notes to the Consolidated Financial Statements

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3.2 Care Assets: Property, Plant and Equipment

Accounting Policy

Property, plant and equipment comprises owner-occupied freehold land and buildings and plant and equipment operated by the Group for the provision of care services, care suites and land and buildings that are to be developed into care centres in the future.

Following initial recognition at cost, completed owner occupied freehold land and buildings and land and buildings under development are carried at fair value. Independent valuations are performed with sufficient regularity to ensure that the carrying amount does not differ materially from the assets' fair value at balance date. Any depreciation at the date of valuation is deducted from the gross carrying value of the asset, and the net amount is restated to the revalued amount of the asset. In periods where no valuation is carried out, the asset is carried at its revalued amount plus any additions, less any impairment and less any depreciation incurred since the date of the last valuation.

All other plant and equipment is stated at historical cost less depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

In relation to land and buildings under development, fair value is determined by the Directors having taken into consideration the valuation conducted by CBRE Limited as an independent registered valuer and the cost of work undertaken.

A property under construction is classified as land and buildings within property, plant and equipment where the completed development will be classified as such and as investment property where the completed development will be classified as an investment property. Fair value measurement on property under construction is only applied if the fair value is reliably measurable. Where the fair value of property under construction cannot be reliably determined the value is the fair value of the land plus the cost of work undertaken. Property under construction classified as land and buildings under development is revalued annually and is not depreciated.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are expensed to the Consolidated Statement of Comprehensive Income during the financial period in which they are incurred.

Increases in the carrying amount arising on revaluation of land and buildings above cost are credited to the asset revaluation reserve in other comprehensive income; increases that offset previous decreases taken through profit or loss are recognised in profit or loss. Decreases that offset previous increases of the same asset are charged against the asset revaluation reserve in other comprehensive income; all other decreases are charged to profit or loss. When revalued assets are sold, or held for sale, the amounts included in the reserve are transferred to retained earnings.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives, as follows:

Category	Useful Life Range	Weighted Average Depreciation Rate
Freehold buildings	10 - 50 years	2.4%
Chattels and leasehold improvements	2 - 50 years	20%
Motor vehicles	5 years	22%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date. No depreciation is charged in the year of sale for all assets other than buildings in which case depreciation is charged to the earlier of the date of classification to held for sale or the date of sale.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the net disposal proceeds with the carrying amount of the asset. These are included in the Consolidated Statement of Comprehensive Income.

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3.2 Care Assets: Property, Plant and Equipment

$NZ000's	Notes	Freehold Land and Buildings Under Development	Freehold Land	Freehold Buildings	Chattels and Leasehold Improvements	Total
Year ended 31 March 2026						
Opening net book amount		49,591	125,202	624,521	29,172	828,486
Additions		4,431	–	6,922	6,315	17,668
Impact of change to GST taxable supplies[1]		–	–	–	–	–
Capitalised interest and line fees		224	–	485	–	709
Disposals		(62)	(10,266)	(22,723)	(2,164)	(35,215)
Depreciation[2]		–	–	(14,840)	(5,855)	(20,695)
Transfer from investment property	3.1	–	–	–	–	–
Reclassification within Property, Plant and Equipment		(40,492)	4,354	34,634	1,504	–
Revaluation surplus						
Change in fair value recognised in profit and loss		(82)	200	9,617	–	9,735
Change in fair value recognised in other comprehensive income[3]		5,591	2,836	75,002	–	83,429
Closing net book amount		**19,201**	**122,326**	**713,618**	**28,972**	**884,117**
At 31 March 2026						
Cost		–	–	–	66,142	66,142
Valuation		19,201	122,326	713,618	–	855,145
Accumulated depreciation		–	–	–	(37,170)	(37,170)
Net book amount		**19,201**	**122,326**	**713,618**	**28,972**	**884,117**

1 Relates to GST claimed on land purchased in a prior period subject to a change in use adjustment in the current period.
2 The amounts on the face of the Statement of Comprehensive Income in relation to depreciation includes $3.1m in relation to right of use assets and software amortisation not included in this note.
3 The revaluation noted in the Statement of Comprehensive Income differs from the above due to deferred tax, refer note 5.1.

$NZ000's	Notes	Freehold Land and Buildings Under Development	Freehold Land	Freehold Buildings	Chattels and Leasehold Improvements	Total
Year ended 31 March 2025						
Opening net book amount		78,608	116,111	554,703	21,455	770,877
Additions		21,357	–	8,847	9,284	39,488
Impact of change to GST taxable supplies[1]		–	–	–	–	–
Capitalised interest and line fees		1,438	–	1,960		3,398
Disposals		–	–	–	–	–
Depreciation[2]		–	–	(13,358)	(5,660)	(19,018)
Transfer from investment property	3.1	1,750	–	800		2,550
Transfer from held for sale		48	2,800	2,797	552	6,197
Reclassification within Property, Plant and Equipment		(42,825)	1,782	37,502	3,541	–
Revaluation surplus						
Change in fair value recognised in profit and loss[3]		(9,685)	(245)	(16,081)	–	(26,011)
Change in fair value recognised in other comprehensive income[4]		(1,100)	4,754	47,351	–	51,005
Closing net book amount		**49,591**	**125,202**	**624,521**	**29,172**	**828,486**
At 31 March 2025						
Cost					64,142	64,142
Valuation		49,591	125,202	624,521		799,314
Accumulated depreciation					(34,970)	(34,970)
Net book amount		**49,591**	**125,202**	**624,521**	**29,172**	**828,486**

1 Relates to GST claimed on land purchased in a prior period subject to a change in use adjustment in the current period.
2 The amounts on the face of the Statement of Comprehensive Income in relation to depreciation includes $1.5m in relation to right of use assets and software amortisation not included in this note.
3 In FY25 a Brownfield development was completed at Elmwood. This development required the closure of the existing care suites and a number of residents were relocated to the newly developed care suite building. Impairments of $25.8m and $2.4m were recognised in Comprehensive Income and Other Comprehensive Income respectively.
4 The revaluation noted in the Statement of Comprehensive Income differs from the above due to deferred tax, refer note 5.1.

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3.2 Care Assets: Property, Plant and Equipment (continued)

Land and Buildings Under Development

A valuation in respect of development land was provided by CBRE Limited as at 31 March 2026.

Any costs incurred to 31 March 2026 on the developments are included in arriving at the fair value as at 31 March 2026.

The Group has applied the following methodology in relation to the measurement of land and buildings under development:

Practical completion not achieved

Where the development still requires substantial work such that practical completion is not going to be achieved, at or close to balance date, the fair value recognised is the fair value of the development land per the Directors' valuation plus the cost of any work in progress. Work in progress includes any interest costs on debt drawn to fund the development during the development period. A work in progress amount of $6.0m as at 31 March 2026 (March 2025: $30.6m) has been recognised in relation to these development sites.

Where an individual development is of both investment property and freehold buildings in nature, the fair value of land and work in progress is apportioned between investment property under development and freehold land and buildings under development, by applying the estimated gross floor area for these respective areas of the development based on information obtained from the project quantity surveyors at the planning and design stages.

Practical completion achieved

Where a development is practically completed, or likely to be completed at, or close to, balance date the land and buildings are measured at its completed fair value per the Directors' valuation with an adjustment made for any estimated costs, in accordance with the project budget, to be incurred to complete the development, and is then transferred to completed land and buildings.

Completed Land and Buildings

A valuation in respect of completed land and buildings was provided by CBRE Limited as at 31 March 2026.

Any interest costs incurred on outstanding development debt balances after the completion of that development are recognised through the Statement of Comprehensive Income, an amount of $3.6m in the period (March 2025: $4.2m)

The valuation of the Group's care centres was apportioned to land, buildings, chattels and goodwill. The fair value of land and buildings as calculated by CBRE Limited is based on the level of rent able to be generated from the maintainable net cash flow of the site subject to average efficient management. The fair value of the Group's land and buildings as determined by the Directors is based on these apportionments. However, chattels are carried at historic cost less depreciation and the amount apportioned to goodwill by CBRE Limited is not recorded in the consolidated financial statements.

Care Suites and Serviced Apartments

As discussed earlier in note 3, where services are provided to residents who occupy accommodation under an ORA, it is the Group's policy to look at the significance of these services in the context of the overall revenue derived from the care suite or serviced apartment in ascertaining whether the care suite or serviced apartment is property, plant and equipment or investment property. Care suite residents occupying accommodation under an ORA receive a significant level of services. Hence, they are included in property, plant and equipment. Care suite land and buildings are held at fair value.

Serviced apartments relate to accommodations where a base level of services are provided to independent residents and are classified as investment property.

Key Accounting Estimates and Judgements

All land and buildings have been determined to be Level 3 (March 2025: Level 3) in the fair value hierarchy as the fair value is determined using inputs that are unobservable.

Critical Judgements and Estimates in Applying Accounting Policies

Classification of Care Suites

An area of significant judgement is determining the classification of those properties which are operated as care suites. Refer note 3 for further information.

Notes to the Consolidated Financial Statements

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3.2 Care Assets: Property, Plant and Equipment (continued)

Valuation of Freehold Land and Buildings

The valuation approach for the freehold land and buildings as at 31 March 2026 was an income capitalisation approach and/or discounted cash flow analysis supplemented by the direct comparison approach. The valuation is determined by the capitalisation of net cash flow profit/earnings before interest, tax, depreciation, amortisation and rent ("EBITDAR") under the assumption a positive cash flow will be generated into perpetuity. Capitalisation rates used for the 31 March 2026 valuation range from 12.00% to 15.00% with a median value of 13.50% (March 2025: 12.25% to 15.00 % with a median value of 13.50%). The valuation was apportioned between land, buildings, chattels / plant and equipment and goodwill to determine the fair value of the assets.

The significant unobservable input used in the fair value measurement of the Group's development land is the value per m2 assumption. Increases in the value per m2 rate result in corresponding increases in the total valuation.

The significant unobservable input used in the fair value measurement of the Group's portfolio of completed land and buildings is the capitalisation rate applied to earnings. A significant decrease/ (increase) in the capitalisation rate would result in significantly higher / (lower) fair value measurement.

The significant unobservable inputs used in the fair value measurement of the Group's portfolio of care suite also include the discount rate and property price growth rate. There are no interdependencies or interplays between unobservable inputs.

Sensitivities

At 31 March 2026	Adopted Value	Capitalisation Rate +50 bp	Capitalisation Rate -50 bp
Freehold land and buildings			
Valuation $NZ000's	835,944		
Difference $NZ000's		(50,157)	57,680
Difference %		(6.0)%	6.9%

At 31 March 2025	Adopted Value	Capitalisation Rate +50 bp	Capitalisation Rate -50 bp
Freehold land and buildings			
Valuation $NZ000's	749,723		
Difference $NZ000's		(45,266)	49,911
Difference %		(6.0%)	6.7%

At 31 March 2026	Adopted Value	Discount Rate +0.5%	Discount Rate -0.5%	Property Growth Rate +50 bp	Property Growth Rate -50 bp
Completed care suite property					
Valuation $NZ000's	346,710				
Difference $NZ000's		(12,135)	12,828	21,496	(19,762)
Difference %		-3.50%	3.70%	6.20%	-5.70%

At 31 March 2025	Adopted Value	Discount Rate +0.5%	Discount Rate -0.5%	Property Growth Rate +50 bp	Property Growth Rate -50 bp
Completed care suite property					
Valuation $NZ000's	367,645				
Difference $NZ000's		(12,315)	13,024	21,560	(20,974)
Difference %		(3.4%)	3.5%	5.9%	(5.7%)

Carrying Value of Assets

The carrying amount at which both land and buildings would have been carried, had the assets been measured under historical cost, is as follows:

$NZ000's	Freehold land and buildings under development	Freehold land	Freehold buildings	Total
Carrying amount				
- Historical cost 2026	**18,610**	**39,115**	**370,150**	**427,875**
Carrying amount				
- Historical cost 2025	25,079	41,138	318,659	384,876

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3.3 Refundable Occupation Right Agreements

What is an ORA?

An ORA is a contract which sets out the terms and conditions of occupation of an independent living unit or care suite. A new resident is charged a refundable occupation licence payment in consideration for the right to occupy one of the Group's units, apartments or care suites. On termination of the ORA the occupation licence payment is repaid to the exiting resident.

What is DMF?

An amount equal to a capped percentage of the occupation licence payment is charged by the Group as a management fee for the right to use and enjoy the common areas of the village. The deferred management fee is payable by the resident on termination of the ORA.

Accounting Policy

The occupation licence payment becomes payable when the ORA is unconditional and has either "cooled off" or where the resident is in occupation. The Group has a legal right to set-off any amounts owing to the Group by a resident against that resident's occupation licence payment. Such amounts include deferred management fees, recovery of village operating costs and recovery of outstanding obligations to the village.

The management fee receivable is recognised in accordance with the terms of the resident's ORA.

The deferred management fee represents the difference between the management fees receivable under the ORA and the portion of the management fee accrued which is recognised on a straight-line basis over the average expected occupancy for the relevant accommodation i.e. 7 years for units and premium apartments, 5 years for apartments and 3 years for care suites (March 2025: 7yrs, 5yrs, 3yrs).

The management fee recognised in the Consolidated Statement of Comprehensive Income represents income earned in line with the average expected occupancy.

Included in the obligation to residents is an estimate of the amount expected to be paid to those residents whose ORA or unit title arrangement allows them to participate in the resale gain of the unit or apartment they occupy.

As the refundable occupation licence payment is repayable to the resident upon termination (subject to a new ORA being issued to an incoming resident), the fair value is equal to the amortised cost, being the amount that can be demanded.

$NZ000's	March 26	March 25
Village		
Refundable occupation licence payments	1,253,528	1,121,025
Residents' share of resale gains	2,790	5,050
Less: Management fee receivable (per contract)	(265,479)	(241,897)
	990,839	**884,178**
Care Suites		
Refundable occupation licence payments	328,248	273,778
Less: Management fee receivable (per contract)	(60,680)	(51,143)
	267,568	**222,635**
Total refundable occupation right agreements	**1,258,407**	**1,106,813**

Reconciliation of Management Fees recognised under NZ IFRS and per ORA

$NZ000's	March 26	March 25
Village		
Management fee receivable (per contract)	(265,479)	(241,897)
Deferred management fee	52,911	51,510
Management fee receivable (per NZ IFRS)	**(212,568)**	**(190,387)**
Care Suites		
Management fee receivable (per contract)	(60,680)	(51,143)
Deferred management fee	6,540	5,769
Management fee receivable (per NZ IFRS)	**(54,140)**	**(45,374)**

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3.4 Leases

What's a right of use asset?

Right of use assets are assets held under a lease arrangement. It represents the value of the lessee's right to use an asset over the life of the lease. There is a corresponding lease liability on the Consolidated Balance Sheet which represents the present value of the future lease payments.

Accounting Policy

Right of use assets and lease liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the remaining lease payments. Lease payments to be made under reasonably certain extension options are also included in the measurement of the liabilities.

Right of use assets are initially recognised at cost, comprising of the initial amount of the lease liability less any lease incentives received. Right of use assets are subsequently depreciated using the straight-line method from the commencement date to the end of the lease. In considering the lease term, the Group applies judgement in determining whether it is reasonably certain that an extension or termination option will be exercised.

The lease payments are discounted using the interest rate Implicit in the lease. If that rate cannot be readily determined the incremental borrowing rate at the commencement of the lease is used.

Right of Use Asset

$NZ000's 12 months ended 31 March 2026	Buildings	Chattels	Total
Opening net book value	6,789	2,552	9,341
Additions	98	1,591	1,689
Disposals	-	(3)	(3)
Modifications	-	-	-
Depreciation	(996)	(1,325)	(2,321)
Net book value as at 31 March 2026	**5,891**	**2,815**	**8,706**

$NZ000's 12 months ended 31 March 2025	Buildings	Chattels	Total
Opening net book value	8,061	2,722	10,783
Additions	-	1,405	1,405
Disposals	-	(268)	(268)
Modifications	(228)	-	(228)
Depreciation	(1,044)	(1,307)	(2,351)
Net book value as at 31 March 2025	**6,789**	**2,552**	**9,341**

$NZ000's 31 March 2026	Buildings	Chattels	Total
Cost	8,309	8,726	17,035
Accumulated depreciation	(2,418)	(5,911)	(8,329)
Net book value as at 31 March 2026	**5,891**	**2,815**	**8,706**

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3.4 Leases (continued)

Lease Liabilities

$NZ000's Year Ended 31 March 2026	Buildings	Chattels	Total
Opening net book value	7,934	2,624	10,558
Additions	98	1,591	1,689
Disposals	-	(3)	(3)
Interest	491	221	712
Lease payments made	(1,364)	(1,539)	(2,903)
Lease liabilities as at 31 March 2026	**7,159**	**2,894**	**10,053**

$NZ000's Year Ended 31 March 2025	Buildings	Chattels	Total
Opening net book value	8,344	2,861	11,205
Additions	-	1,399	1,399
Disposals	-	(280)	(280)
Interest	535	246	781
Modification	(228)	-	(228)
Lease payments made	(717)	(1,602)	(2,319)
Lease liabilities as at 31 March 2025	**7,934**	**2,624**	**10,558**

Lease of Property, Plant and Equipment

The Group leases corporate office space located at 188 Quay Street, Auckland as well as two laundry buildings.

In addition to the buildings, the group also leases various equipment and motor vehicles.

4. Shareholder Equity and Funding

4.1 Shareholder Equity and Reserves

	March 2026 Shares	March 2025 Shares	March 2026 $NZ000's	March 2025 $NZ000's
Share capital				
Issued and fully paid-up capital	724,231,030	724,231,030	715,960	715,960
Total contributed equity	**724,231,030**	**724,231,030**	**715,960**	**715,960**
Movements				
Opening balance of ordinary shares issued	724,231,030	724,154,779	715,960	715,960
Shares issued for employee share scheme	-	-	-	-
Shares issued for Long Term Incentive Scheme	-	76,251	-	-
Shares issued for dividend reinvestment plan	-	-	-	-
Closing balance of ordinary shares issued	**724,231,030**	**724,231,030**	**715,960**	**715,960**

All ordinary shares rank equally with one vote attached to each fully paid ordinary share. The shares have no par value. The Company incurred no transaction costs issuing shares during the period (31 March 2025: nil).

Long Term Incentive ("LTI")

On 11 September 2023 the Board approved a Share Option Plan. The option plan has been established to:

(a) Reward and retain key employees;

(b) Drive longer term performance and alignment of incentives of participants with the interests of the groups shareholders; and

(c) Encourage longer term decision making by participants.

Participants in the Option Plan are granted options to acquire ordinary shares from time to time. These options are exercisable by participants subject to those participants' continued employment by Oceania, during specified exercise periods for a set exercise price. On exercise of the options, the Group will facilitate a cashless (net settled) exercise by issuing such number of shares as is equal to the difference between the then current market value of Oceania's shares and the exercise price (less an adjustment for tax paid on the holder's behalf for the benefit received), multiplied by the number of options being exercised, divided by the then current market value of Oceania's shares.

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4.1 Shareholder Equity and Reserves

Scheme	Issue Date	Exercise Date	Participants as at 31 March 2026	Share Options issued	Share Options forfeited	Exercise price
2023 Option Plan	11 September 2023	May 2026	3	16,666,667	10,714,286	$0.82
2023 Option Plan	30 April 2024	May 2026	0	4,761,904	4,761,904	$0.82
2023 Option Plan	15 October 2024	May 2026	7	5,476,195	1,428,573	$0.82
2024 Option Plan	15 October 2024	May 2027	1	775,385	n/a	$0.76
2024 Option Plan	10 December 2024	May 2027	1	938,461	630,769	$0.76
2025 Option Plan	23 June 2025	May 2028	2	3,059,190	n/a	$0.65
2025 Option Plan	5 September 2025	May 2028	1	660,000	n/a	$0.65

Dividends

	March 2026 cents per share	March 2026 $NZ000's	March 2025 cents per share	March 2025 $NZ000's
Final dividend for the prior period	–	–	–	–
Interim dividend for the period	–	–	–	–
Total dividends declared during the year		**–**	**–**	**–**

Oceania has updated its dividend policy to better align dividend payments with operating cashflows. The dividend policy is to pay out between 40% and 60% of Free Cash Flow from Operations. The Board may consider a dividend above or below this policy range, subject to the Company's cash flow requirements and investment opportunities.

Free Cash Flow from Operations adjusts statutory operating cash flows by excluding development related sales and buybacks, and incorporating maintenance capital expenditure, lease principal repayments, and other one-off items outside the normal course of business.

Asset Revaluation Reserve

The asset revaluation reserve is used to record the revaluation of freehold land and buildings and land and buildings under development. The amounts are recognised in the Consolidated Statement of Comprehensive Income when it affects profit or loss. Refer to note 3.2.

Cash Flow Hedge Reserve

The cash flow hedge reserve is used to record gains or losses on instruments used as cash flow hedges. The amounts are recognised in the Consolidated Statement of Comprehensive Income when the hedged transaction affects profit or loss. Refer to note 5.6.

4.2 Earnings per share

Basic

Basic earnings per share is calculated by dividing the profit after tax of the Group by the weighted average number of ordinary shares outstanding during the period.

	March 2026	March 2025
Profit after tax ($'000)	**119**	**30,415**
Weighted average number of ordinary shares outstanding ('000s)	724,231	724,231
Basic earnings per share (cents per share)	**0.0**	**4.2**

Diluted

Diluted Earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. As at 31 March 2026 there were no shares with a dilutive effect (31 March 2025: Nil).

	March 2026	March 2025
Profit after tax ($'000)	**119**	**30,415**
Weighted average number of ordinary shares outstanding ('000s)	724,231	724,231
Diluted earnings per share (cents per share)	**0.0**	**4.2**

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4.3 Borrowings

Accounting Policy

Borrowings are initially recognised at fair value, including transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Consolidated Statement of Comprehensive Income over the period of the borrowings using the effective interest method.

Specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such a time as the assets are substantially ready for their intended use. Other borrowing costs are recognised in the Consolidated Statement of Comprehensive Income in the year in which they are incurred.

$NZ000's	March 2026	March 2025
Secured		
Bank loans	298,252	410,633
Capitalised loan costs	(1,421)	(1,028)
Loan modification gain	(4,131)	(5,425)
Retail Bond – OCA010	125,000	125,000
Retail Bond – OCA020	100,000	100,000
Capitalised bond costs	(942)	(1,432)
Total borrowings	**516,758**	**627,748**
Current	–	–
Non-current	523,252	635,633
Total borrowings excluding capitalised loan costs and loan modification gain	**523,252**	**635,633**

Recognition and Measurement

Bank Loans

Interest is charged using the BKBM Bill rate plus a margin and line fee. Interest rates applicable in the year to 31 March 2026 ranged from 4.0% to 5.2% (March 2025: 5.0% to 7.1%).

Retail Bond

NZDX ID	Issue Date	No. of bonds	$NZ000's	Maturity	Fixed Interest	Trading Interest at March 26	Trading Interest at March 25
OCA010	19 Oct 20	125.0m	$125,000	19 Oct 27	2.3%	5.84%	6.81%
OCA020	13 Sept 21	100.0m	$100,000	13 Sept 28	3.3%	6.13%	6.15%

The bonds are quoted on the NZX Debt Market and their fair value at balance date is based on their listed market price as at balance date.

Interest on OCA010 is payable quarterly in January, April, July and October in equal instalments. As at 31 March 2026 the fair value of OCA010 was $118.4m (31 March 2025: $112.8m).

Interest on OCA020 is payable quarterly in March, June, September and December in equal instalments. As at 31 March 2026 the fair value of OCA020 was $93.3m (31 March 2025: $90.9m).

Debt Financing

On 4 March 2025 it was announced that the Group had extended the maturity of its bank debt facilities to three and five years and introduced a new lender to the syndicate with financial close occurring on 1 May 2025. The total limit of bank facilities remained at $500m and the split as follows:

1) General Corporate Facility limit $50m, 3 year tenor;
2) General Corporate Facility limit $185m, 5 year tenor; and
3) Development Facility limit $265m, 5 year tenor.

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4.3 Borrowings (continued)

The facilities are held by a banking syndicate comprising ANZ, BNZ, ASB and ICBC.

The refinance included a change to interest rates which has resulted in the recognition of a loan modification gain of $5.4m as at 31 March 2025. This gain is being amortised over the life of the facility with $1.3m amortised as at 31 March 2026.

On 1 May 2025, concurrent with financial close, the Group reallocated $50m from the five-year General Corporate Facility to the Development Facility.

The entire debt facility is sustainability-linked for the entire five-year period with a penalty in the event of the Group not satisfying certain ESG targets and an interest discount in the event that certain targets are met. For the period to 31 March 2026, all targets were met and a discount was received.

Financing Arrangements

At 31 March 2026, the Group held committed bank facilities with drawings as follows:

$NZ000's	March 2026		March 2025	
	Committed	Drawn	Committed	Drawn
General Corporate Facility	185,000	50,000	185,000	112,105
Development Facility	315,000	248,252	315,000	298,528
Total	**500,000**	**298,252**	**500,000**	**410,633**

The Group's revolving Development Facility is utilised to cover costs associated with current development projects. The revolving General Corporate Facility is used for general corporate purposes as well as for development land and initial costs for projects not currently funded by the Development Facility.

Interest on the General Corporate Facility is typically payable quarterly. Interest on the Development Facility is capitalised and repaid together with principal using the ORA licence proceeds received upon settlement of initial sales of newly developed units and care suites. Line fees are payable quarterly on the committed General Corporate Facility and the Committed Development Facility.

The financial covenants in the Group's senior debt facilities, with which the Group must comply include:

a) Interest Cover Ratio – the ratio of Adjusted EBITDA to Net Interest Charges, where interest charges relates to the interest and commitment fees in relation to the General Corporate Facility, is not less than 2.0x;

b) Loan to Value Ratio – the ratio of total bank indebtedness shall not exceed 50% of the total property value of all Group's properties (including the "as-complete" valuations for projects funded under the Development Facility); and

c) Guarantor Group Coverage – at all times the adjusted EBITDA of the Guaranteeing Group must be at least 90% of the Adjusted EBITDA of the Group. At all times the Total Tangible Assets of the Guaranteeing Group must be at least 90% of the Total Tangible Assets of the Group; and

d) Development – at all times the outstanding principal amount under the Development Facility shall not exceed the Development Value. Development Value (per the most recent valuation excluding any settled stock) is the aggregate value of all Residential Facilities in all Developments that are being funded by the Development Facility less their cost to complete.

The covenants are tested half yearly. All covenants have been complied with during the period. The Group has agreed with its banks that the calculation of Adjusted EBITDA and Net Interest, for the purposes of the financial covenants, shall continue to be based on the accounting treatment in use before the introduction of NZ IFRS 16 Leases. No changes have been made to these covenants as part of the refinance.

Assets Pledged as Security

The bank loans and bonds of the Group are secured by mortgages over the Group's care centre freehold land and buildings and rank second behind the Statutory Supervisors where the land and buildings are classified as investment property and investment property under development.

As at 31 March 2026 the balance of the bank loans over which the properties are held as security is $298.3m (March 2025: $410.6m).

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4.3 Borrowings (continued)

Net Debt Reconciliation

Cash and cash equivalents include cash on hand, debt includes lease liabilities and bank debt. The following provides an analysis of net debt and the movements in net debt for the year.

$NZ000's	March 2026	March 2025
Cash and cash equivalents	16,587	7,589
Debt – repayable within one year	(1,712)	(1,978)
Debt – repayable after one year	(531,593)	(644,213)
Net Debt	**(516,718)**	**(638,602)**
Cash and liquid investments	16,587	7,589
Gross debt – fixed interest rates	(235,053)	(235,559)
Gross debt – floating interest rates	(298,252)	(410,633)
Net Debt	**(516,718)**	**(638,602)**

Borrowings

$NZ000's	March 2026	March 2025
Borrowings at the start of the year	(635,633)	(643,955)
Cash drawdowns	(64,713)	(102,091)
Cash repaid	177,094	110,413
Borrowings at the end of the year	**(523,252)**	**(635,633)**

5. Other Disclosures

5.1 Income Tax

What is Current Tax?

Current tax is an estimate of the tax that is payable to Inland Revenue for the current financial year.

What is Deferred Tax?

Deferred tax is an estimate of income tax that will be payable or recoverable in respect of temporary differences relating to the accounting and tax values of the Group's assets and liabilities. Deferred tax also includes the value of tax losses that we consider we will use in the future to meet any income tax obligation.

Accounting Policy

The tax expense or benefit for the year comprises current and deferred tax. Tax is recognised in the calculation of profit for the year in the Consolidated Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income. In this case the tax is also recognised in other comprehensive income.

The current income tax charge is calculated on the basis of the tax laws enacted at the balance date. The Directors periodically evaluate positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the Balance Sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences, and losses can be utilised.

Notes to the Consolidated Financial Statements

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5.1 Income Tax (continued)

$NZ000's	March 2026	March 2025
Income tax benefit		
Current tax	–	–
Deferred tax	(7,829)	(4,561)
	(7,829)	**(4,561)**
Taxation expense is calculated as follows:		
Profit before income tax	(7,710)	25,854
Tax at the New Zealand tax rate of 28%	(2,159)	7,239
Adjusted by the tax effect of:		
Non-deductible impairment of goodwill	95	56
Non-deductible expenditure	1,211	364
Capitalised interest deductible for tax	(4,296)	(3,629)
Taxable deferred management fees	(37,788)	(10,309)
Non-assessable revaluation of investment property	(32,807)	(25,248)
Taxable depreciation	(27,577)	(9,869)
Accounting depreciation	28,660	5,778
Right of use asset	140	373
Non-deductible (reversal of impairment) / impairment of fixed asset	(9,735)	7,287
Adjustment for timing difference of provisions	(23,100)	(545)
Losses generated	107,356	28,503
Current tax expense	**–**	**–**
Impact of movements in investment property	1,190	(4,865)
Impact of movements in property, plant and equipment	552	(3,672)
Impact of movements in right of use assets	(39)	(230)
Impact of movements in held for sale assets	–	(163)
Other adjustments	(237)	557
Deferred management fee	10,581	10,309
Losses (recognised) / utilised or derecognised	(19,876)	(6,497)
Deferred tax benefit	**(7,829)**	**(4,561)**
Income tax benefit	**(7,829)**	**(4,561)**

Movement in the Deferred Tax Balance:

$NZ000's	Balance 1 April 2025	Recognised in Consolidated Statement of Comprehensive Income	Recognised in Other Comprehensive Income	Balance 31 March 2026
Investment property	8,881	(1,190)	–	7,691
Property, plant and equipment	(33,416)	(552)	(8,025)	(41,993)
Right of use assets	490	39	–	529
Held for sale assets	–	–	–	–
Provisions and other assets / liabilities	6,389	237	196	6,822
DMF revenue in advance	(31,171)	(10,581)	–	(41,752)
Tax losses	48,827	19,876	–	68,703
Deferred tax assets / (liabilities)	**–**	**7,829**	**(7,829)**	**–**

$NZ000's	Balance 1 April 2024	Recognised in Consolidated Statement of Comprehensive Income	Recognised in Other Comprehensive Income	Balance 31 March 2025
Investment property	4,016	4,865	–	8,881
Property, plant and equipment	(31,877)	3,672	(5,211)	(33,416)
Right of use assets	260	230	–	490
Held for sale assets	(163)	163	–	–
Provisions and other assets / liabilities	6,296	(557)	650	6,389
DMF revenue in advance	(20,862)	(10,309)	–	(31,171)
Tax losses	42,330	6,497	–	48,827
Deferred tax assets / (liabilities)	**–**	**4,561**	**(4,561)**	**–**

Recognition and Measurement

No income tax was paid or payable during the year (March 2025: nil).

Notes to the Consolidated Financial Statements

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5.1 Income Tax (continued)

Key Accounting Judgements

Deferred Tax on Investment Property

Deferred tax on investment property is assessed on the basis that the asset value will be realised through use ("Held for Use"). An initial recognition exemption has been applied to newly developed village sites in accordance with NZ IAS 12 *Income Taxes*.

The Group's ORAs comprise two distinct cash flows (being an ORA deposit upon entering the unit and the refund of this deposit upon exit). In determining the tax base of investment property, the Group considered whether taxable cash flows are received at the end of the ORA period (i.e. upon refund of the ORA deposit by way of set off on exit by a resident) or at the beginning of the ORA period (i.e. at time of the receipt of the ORA deposit). The Group has carefully evaluated all the available information and considers it appropriate to recognise and measure the tax base and associated deferred tax based on the taxable cash flows being receivable at the end of the ORA period as this best represents the Group's contractual entitlement.

In calculating deferred tax under the Held for Use methodology, the Group has made significant judgements to determine taxable temporary differences. The carrying value of the Group's investment property is determined on a discounted cash flow basis and includes cash flows that are both taxable and non-taxable in the future. The Group has recognised deferred tax on the cash flows with a future tax consequence being DMF and deductible amounts as provided by external valuers, to the extent that it doesn't relate to land. The Group uses the external valuers' valuation of land and improvements to estimate the apportionment of cash flows arising from the depreciable (i.e. buildings) and non-depreciable components (i.e. land).

Recognition of Deferred Tax on Tax Losses

After taking into consideration tax losses generated in the year to 31 March 2026, the Group now has an estimated $446.0m (March 2025: $355.3m) of available tax losses as at 31 March 2026.

The Group may recognise deferred tax assets to the extent that it is probable that the Group will generate future economic profits to offset the deferred tax assets or to the extent that they offset deferred tax liabilities. As at 31 March 2026 the Group recognised a deferred tax asset of $68.7m (31 March 2025: $48.8m) representing tax losses generated in order to offset the net deferred tax liability position. All other available losses generated are held off balance sheet. Total available losses are noted below:

NZ$000's	March 26	March 25
Opening balance – tax losses	355,348	253,720
Prior period adjustments: other	2,160	(12)
Losses per Inland Revenue	357,508	253,708
Losses utilised for the year	–	–
Losses forfeited during the year	–	–
Losses generated during the year	88,153	101,640
Closing balance – tax losses	**445,661**	**355,348**

5.2 Intangible Assets

Accounting Policy

Goodwill

Goodwill represents the excess of cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary or business at the date of acquisition. Goodwill is not amortised. Instead, goodwill is tested at least once annually for impairment at 31 March and carried at cost less accumulated impairment losses. Impairments are recognised in the Statement of Comprehensive Income. Gains and losses on the disposal of an entity or cash generating unit ("CGU") include the carrying amount of goodwill relating to the entity or CGU sold. Goodwill is allocated to CGUs and these CGUs are grouped where appropriate for the purpose of impairment testing. The allocation is made to those CGUs or groups of CGUs that are expected to benefit from the business combination in which the goodwill arose.

Notes to the Consolidated Financial Statements

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5.2 Intangible Assets (continued)

Computer Software

Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Acquired computer software licenses are capitalised on the basis of the costs incurred to acquire and bring to use the specified software. Where computer software licences are housed in the cloud, they are capitalised to the extent the Group controls the licence and has rights to the software beyond rights to access. These costs are amortised on a straight-line basis over their estimated useful lives (2.5 – 8 years).

$NZ000's	Goodwill	Software	Total
Year ended 31 March 2026			
Opening net book amount	2,399	2,314	4,713
Additions	–	122	122
Amortisation	–	(731)	(731)
Impairment charge	(95)	–	(95)
Disposal	–	–	–
Closing net book amount	**2,304**	**1,705**	**4,009**
As at 31 March 2026			
At cost	207,953	5,411	213,364
Accumulated amortisation and impairment	(205,649)	(3,706)	(209,355)
Net book amount	**2,304**	**1,705**	**4,009**
Year ended 31 March 2025			
Opening net book amount	2,881	2,782	5,663
Additions	–	311	311
Amortisation	–	(779)	(779)
Impairment charge	(198)	–	(198)
Disposal	(284)	–	(284)
Closing net book amount	**2,399**	**2,314**	**4,713**
As at 31 March 2025			
At cost	207,953	5,289	213,242
Accumulated amortisation and impairment	(205,554)	(2,975)	(208,529)
Net book amount	**2,399**	**2,314**	**4,713**

Impairment Test for Goodwill

The carrying value of goodwill has been assessed on a site-by-site basis taking into account the sites' results as a whole. An impairment is recognised when the carrying value of goodwill plus chattels is greater than the CBRE Limited value of goodwill plus chattels.

The carrying amount of goodwill at each site is not significant in comparison to the total amount of goodwill. All goodwill is allocated to the care CGUs.

Key Judgements in Applying the Accounting Policies

Care CGUs Recoverable Amount

The recoverable amount of the individual care sites has been determined based on an external valuation of fair value less costs to sell by CBRE Limited as an external valuer. The fair value less costs to sell is considered level 3 in the fair value hierarchy. This has been used for comparison to current carrying value. The assumptions used in determining the fair value for care centres are disclosed in note 3.2.

5.3 Trade and Other Receivables

Accounting Policy

Trade receivables are amounts due from residents and various government agencies in the ordinary course of business and are recognised initially at fair value, being its transaction price, plus transaction costs. Trade receivables are held with the objective of collecting the contractual cash flows and therefore they are subsequently measured at amortised cost using the effective interest method, less a provision for impairment.

Occupation licence payment receivables are recognised at the point in time that an ORA becomes unconditional and has either "cooled off" or where the resident is in occupation, and the resident has not yet made all of the contractual licence payment to the Group. The long-term portion of this receivable has been discounted by $2.2m (March 2025: $1.8m).

$NZ000's	March 26	March 25
Net trade and other receivables		
Trade receivables	23,239	19,207
Less: Loss allowance	(281)	(263)
	22,958	18,944
Occupation licence payment receivable[1]	113,790	93,895
Insurance Receivable	–	248
Prepayments	2,858	4,704
Trade and other receivables	**139,606**	**117,791**

1. Occupation licence receivable includes an amount of $84.0m in relation to short term occupation licence receivables expected to be recovered in less than 12 months. Of this balance 52% related to care suite residents and 48% to village residents (31 March 2025: $65.1m).

Notes to the Consolidated Financial Statements

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5.3 Trade and Other Receivables (continued)

Recognition, Measurement and Judgements in Applying Accounting Policies

The Group applies the simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and requires recognition from initial recognition of the trade receivable. To measure expected credit losses, trade receivables have been grouped and reviewed on the basis of the number of days since resident departure and the funding stream and type of debtor. Judgement is used in selecting the inputs to the impairment calculation and is based on past history and forward-looking assumptions.

The Group has the following financial assets subject to the application of the expected credit loss model:

- Trade receivables from care operations for the provision of care fees revenue for rest home and hospital fees. These are split between private amounts owed by residents and amounts due from agencies such as the Ministry of Health and ACC.
- Trade receivables from village operations for the provision of weekly service fees and occupation licence payment receivables. These are receivable from residents.

The Group has applied a simplified approach to calculating the expected loss rate expected by applying a 1.5% allowance to trade receivables from care operations (2025: 1.5%) and 0.0% from village operations (2025: 0%), adjusted for any other known factors with respect to individual debts.

There is no significant concentration of credit risk as trade receivables relate to individual residents and government agencies.

1 Occupation licence receivable includes an amount of $84.0m in relation to short term occupation licence receivables expected to be recovered in less than 12 months. (31 March 2025: $65.1m).

5.4 Trade and Other Payables

Accounting Policy

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

Trade payables are recognised initially at fair value less transaction costs and subsequently measured at amortised cost using the effective interest method.

Wages and Salaries, Annual Leave and Long Service Leave

Liabilities for wages and salaries, including non-monetary benefits and annual leave are recognised in other payables in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

The liability for employee entitlements is carried at the present value of the estimated future cash flow.

The liability for long service leave is recognised in the provision for employee entitlements and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service.

$NZ000's	Notes	March 26	March 25
Trade payables		19,814	3,838
Development accruals		648	4,920
Sundry payables and accruals[1]		4,245	3,788
Provision for Holidays Act remediation	1.3 (iii)	4,635	-
Accrued interest on external borrowings		1,429	1,356
Employee entitlements		22,694	22,543
Trade and other payables		**53,465**	**36,445**

1 Sundry payable include $0.1m (March 2025: $0.1m) relating to cash held on behalf of residents.

Notes to the Consolidated Financial Statements

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5.5 Related Party Transactions

The below entities are subsidiaries of Oceania Healthcare Limited.

Name of Entity	Principal Activities	2026	2025	Class of shares
Oceania Group (NZ) Limited	Corporate office functions	100%	100%	Ordinary
Oceania Care Company Limited	Operation of aged care centres	100%	100%	Ordinary
Oceania Village Company Limited	Ownership and operation of retirement villages	100%	100%	Ordinary
OCA Employees Trustee Limited	Hold Employee Share Scheme shares on behalf of employees	100%	100%	Ordinary
Bream Bay Village Limited[1]	Non-operating	100%	100%	Ordinary

All subsidiaries are incorporated in New Zealand and have a balance date of 31 March (2025: 31 March). There are no significant restrictions on subsidiaries.

Key Management Personnel Compensation

Key management personnel are all executives with the authority for the strategic direction and management of the Group and exclude those in an Acting capacity.

$NZ000's	March 26	March 25
Directors' remuneration and expenses	875	833
Salaries and other short-term employee benefits	4,881	4,582
Long Term Incentive Scheme	472	560
Termination benefits[2]	755	622
	6,983	**6,597**

Transactions with Related Parties

There are no outstanding balances with related parties (March 2025: nil).

1 The business operations and assets of Bream Bay Village Limited were sold to Oceania Village Limited on 30 September 2022 at carrying amount. Subsequent to this date the company is dormant.
2 Termination payments were made to three employees who met the definition of key management and ceased to be employed by the Group during the period (March 2025: two employees).

5.6 Financial Risk Management

The Group's activities expose it to a variety of financial risks: market risks (including cash flow interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses derivative financial instruments such as interest rate swap contracts to hedge certain interest rate risk exposures. Derivatives are exclusively used for hedging purposes, i.e. not as trading or other speculative instruments. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rates to determine market risk and aging analysis for credit risk.

Classification and measurement

Financial assets are required to be classified into three measurement categories: those measured at fair value through profit and loss, those measured at fair value through other comprehensive income and those measured at amortised cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. Trade receivables are amounts due from residents and various government agencies held to collect contractual cash flows in the ordinary course of business. These balances are held at amortised cost less a provision for impairment.

Risk management is carried out centrally by management under policies approved by the Board of Directors. The Directors provide written principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments.

(a) Fair Value Estimation

All financial assets (cash and cash equivalents, trade and other receivables and certain right of use assets) and financial liabilities (trade and other payables, lease liabilities and bank borrowings), other than derivatives, are measured at amortised cost, which approximates to fair value. Financial liabilities measured at amortised cost are fair valued using the contractual cash flows. In considering the fair value of interest-bearing assets and liabilities the estimated future interest rates approximate the discount rates used in a fair value assessment.

Notes to the Consolidated Financial Statements

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5.6 Financial Risk Management (continued)

(b) Market Risk

Market risk is the risk that changes in market prices such as interest rates will affect the Group's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

(c) Cash Flow Interest Rate Risk

The Group has no significant interest-bearing assets, as such the Group's income is substantially independent of changes in market interest rates.

The Group's interest rate risk arises from long-term borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. The cash flow and interest rate risks are monitored by the Directors on a monthly basis. The Directors monitor the existing interest rate profile with reference to the Group's Treasury Policy and the Group's underlying interest rate exposure. Management present interest rate hedging analysis and strategies to the Directors for consideration and seek Director approval prior to entering into any interest rate swaps.

The following table shows the sensitivity of the Group's Profit / (Loss) and equity to a movement in interest rates of +/-1%. This assumes all other variables remain constant.

	+1%		-1%	
$NZ000's	**Profit / (Loss)**	**Equity**	**Profit / (Loss)**	**Equity**
2026				
Interest expense	3,197	2,612	(3,197)	(2,612)
Change in fair value of cash flow hedges	–	125	–	(126)
2025				
Interest expense	3,798	3,213	(3,798)	(3,213)
Change in fair value of cash flow hedges	–	605	–	(612)

Interest Rate Swaps

It is the Group's policy to manage interest rate risk through the use of interest rate swaps to reduce the impact of changes in interest rates on its floating rate long term debt. The objective of the interest rate swaps is to protect the Group from the short to medium term impact to cash flows which arises out of variability in floating interest rates.

Interest rate swaps are initially recognised at fair value on the date a contract is entered into and are subsequently measured at fair value on each reporting date. The fair values of the interest rate swaps are determined based on cash flows discounted to present value using current market interest rates.

Interest swaps are assessed for effectiveness at each reporting period. A retrospective calculation will be used to determine the amount of any ineffectiveness to be recognised in comprehensive income.

The expected causes of ineffectiveness are as follows:

- Credit risk of the bank;
- Insufficient level of floating rate debt;
- Differing interest settlement dates; or
- Inter Bank Offered Rate ("IBOR") reform if the BKBM rate is replaced with another measure.

When interest rate swaps meet the criteria for cash flow hedge accounting, the effective portion of the gain or loss on the hedging instrument is recognised in other comprehensive income (loss of $0.5m, March 2025: loss of $1.6m), while the ineffective portion is recognised in other expenses in the Consolidated Statement of Comprehensive Income (nil impact, March 2025: nil impact). Amounts taken to the interest rate reserve are transferred out of the reserve and included in the measurement of the hedged transaction when the forecast transaction occurs. When interest rate swaps do not meet the criteria for cash flow hedge accounting, all movements in fair value of the hedging instruments are recognised in the Consolidated Statement of Comprehensive Income.

Under the interest rate swap agreements, the Group has a right to receive interest at variable rates and an obligation to pay interest at fixed rates. Of the interest rate swaps in place at 31 March 2026, $50m (March 2025: $50m) are being used to cover approximately 16.8% (March 2025: 12.2%) of the loan principal outstanding. Bank loans of the Group currently bear an average fixed interest rate (including margin and line fees) of 4.0% (March 2025: 4.3%). The fair value of these agreements at 31 March 2026 is a $0.04m asset (March 2025: $0.7m asset).

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5.6 Financial Risk Management (continued)

The notional principal amounts and the period of expiry of the interest rate swap contracts are as follows:

	Average contracted fixed interest rate		Notional principal amount	
	March 26 %	March 25 %	March 26 $NZ000's	March 25 $NZ000's
Less than 1 year	3.21	–	50,000	–
Between 1 and 3 years	–	3.41	–	50,000
Between 3 and 5 years	–	–	–	–

(d) Credit Risk

Credit risk arises from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions, as well as credit exposure from trade and other receivables.

In the normal course of business, the Group has no significant concentrations of credit risk. Other than on a small number of exceptions, the Group requires settlement of the ORA before allowing occupation of its villas or apartments. Therefore, the Group does not face significant credit risk. The values attached to each financial asset in the Consolidated Balance Sheet represent the maximum credit risk. No collateral is held with respect to any financial assets. The Group enters into financial instruments with various counterparties in accordance with established limits as to credit rating and dollar limits and does not require collateral or other security to support the financial instruments.

Concentrations

Cash and cash equivalents of the Group are deposited with one of the major trading banks. Non-performance of obligations by the bank is not expected due to the credit rating of the counter party considered. The Standard and Poors credit rating of the counter party as at 31 March 2026 is AA- (March 2025: AA-).

The Group's receivables represent distinct trading relationships with each of the residents. There are no concentrations of credit risk with residents. Large receivables generally relate to the residential care subsidies which are received from Health New Zealand Te Whatu Ora and Work and Income New Zealand. Neither of these entities has demonstrated, or is considered, a credit risk.

(e) Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close-out market positions. Due to the dynamic nature of the underlying businesses, the Directors aim at maintaining flexibility in funding by keeping committed credit lines available.

Cash flow forecasting is regularly performed by management. Management monitors rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs, while maintaining headroom on its undrawn committed borrowing facilities at all times so that the Group does not breach borrowing limits or covenants on any of its borrowing facilities. Such forecasting takes into consideration the Group's debt financing plans and covenant compliance.

The table below shows the maturity analysis of the Group's contractual undiscounted cash flows.

$NZ000's	Less than 1 Year	Between 1 and 2 Years	Between 2 and 5 Years	Over 5 Years
2026				
Trade and other payables	20,461	–	–	–
Lease liabilities	1,775	1,473	4,051	2,696
Borrowings	6,175	129,884	399,745	–
Cash flow hedge - interest rate swaps	46	–	–	–
Refundable occupation right agreements[1]	1,258,407	–	–	–
2025				
Trade and other payables	8,749	–	–	–
Lease liabilities	2,582	1,980	4,479	4,165
Borrowings	6,175	6,175	281,378	360,633
Cash flow hedge - interest rate swaps	704	46	–	–
Refundable occupation right agreements[1]	1,106,813	–	–	–

The derivative financial instruments value of $0.04m on the Consolidated Balance Sheet as at 31 March 2026 is classified as current (March 2025: balance of $0.7m as current, $0.04m classified as non-current).

The refundable ORAs are repayable to the resident on vacation of the unit, apartment, care suite or on the termination of the occupation right agreement and subsequent resale of the unit, apartment or care suite.[1]

1 Refundable ORAs are classified as being repayable on demand, and therefore fully repayable within 12 months.

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(f) Capital Risk Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The consolidated financial statements are prepared on a going concern basis.

5.7 Contingencies and Commitments

At 31 March 2026, the Group had no contingent liabilities (March 2025: nil).

At 31 March 2026, the Group has a number of commitments to develop and construct certain development sites totalling $39.5m (31 March 2025: $31.0m).

On 15 September 2025, the Group entered into a conditional sale and purchase agreement for a 3.7-hectare parcel of land adjacent to Franklin Village. The purchase is conditional on procuring rezoning of the property and obtaining a resource consent from the relevant authority that permits the Group's intended use and development. A non-refundable deposit of $0.3 million was paid on 29 October 2025. The balance of the purchase price becomes due once all conditions have been met and will be paid in staged instalments, with all payments expected to be completed by March 2030.

There are no significant unrecognised contractual obligations entered into for future repairs and maintenance at balance date.

5.8 Events After Balance Date

There have been no other significant events after balance date.

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Independent Auditor's Report

Independent auditor's report to the shareholders of Oceania Healthcare Limited

Opinion

We have audited the financial statements of Oceania Healthcare Limited (the "Company") and its subsidiaries (together the "Group") on pages 32 to 66, which comprise the consolidated balance sheet of the Group as at 31 March 2026, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated cash flow statement for the year then ended of the Group, and the notes to the consolidated financial statements including material accounting policy information.

In our opinion, the consolidated financial statements on pages 32 to 66 present fairly, in all material respects, the consolidated financial position of the Group as at 31 March 2026 and its consolidated financial performance and cash flows for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards and International Financial Reporting Standards.

This report is made solely to the Company's shareholders, as a body. Our audit has been undertaken so that we might state to the Company's shareholders those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholders, as a body, for our audit work, for this report, or for the opinions we have formed.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (New Zealand). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the Group in accordance with Professional and Ethical Standard 1 *International Code of Ethics for Assurance Practitioners (including International Independence Standards) (New Zealand)* issued by the New Zealand Auditing and Assurance Standards Board as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with Professional and Ethical Standard 1.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Ernst & Young provides other assurance, remuneration analysis services and market remuneration surveys to the Group. Partners and employees of our firm may deal with the Group on normal terms within the ordinary course of trading activities of the business of the Group. We have no other relationship with, or interest in, the Group.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the financial statements* section of the audit report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Investment property and freehold land and buildings valuation

Why significant	How our audit addressed the key audit matter
As disclosed in notes 3.1 and 3.2 of the consolidated financial statements: ▪ The Group's investment property ("village assets") portfolio was valued at $2.023 billion at 31 March 2026 and included completed investment property and investment property under development. ▪ The Group's freehold land and buildings ("care assets") were valued at $855 million at 31 March 2026. This included completed care centre land and buildings operated by the Group for the provision of care services and care centres under development. Valuations of completed village assets and care assets were carried out by a third-party valuer (the Valuer). The valuation of village assets and care assets is inherently subjective given that there are alternative assumptions and valuation methods that may result in a range of values. For village assets, key assumptions are made in respect of: ▪ discount rate; ▪ forecast house price inflation; ▪ the average entry age of residents; and ▪ the occupancy periods of the units for each village. For care assets, key assumptions are made in respect of: ▪ capitalisation rates; and ▪ earnings per care bed. Properties which are externally valued are recorded in the consolidated financial statements at a Directors' valuation which is generally based on the value determined by the Valuer as at 31 March 2026. Village and care assets under development, generally those which are not substantially progressed, are carried at an assessed fair value being the fair value of the land plus the cost of work undertaken. Given the size of the village and care assets and the significant judgement and estimation involved in the measurement of fair value, we consider this a key audit matter.	Our audit procedures included the following: ▪ Held discussions with management to understand: ▪ sales or purchases of the Group's village and care assets; ▪ changes in the condition of each property; and ▪ their internal review of the valuation report. ▪ Held discussions with the Valuer to gain an understanding of the assumptions and estimates used and the valuation methodologies applied; ▪ On a sample basis we: ▪ involved our real estate valuation specialists to assist with our assessment of the methodologies used and whether the significant valuation assumptions fell within a reasonable range; ▪ assessed key inputs of property specific information supplied to the Valuer by the Group, including resident schedules, Occupational Rights Agreements ("ORA") and occupancy data, to the underlying records held by the Group; and ▪ assessed the significant input assumptions applied by the Valuer compared to previous period assumptions, taking into account the changing state of the properties and other market changes. ▪ Assessed the competence, capability and objectivity of the Valuer; ▪ Tested the allocation of costs from work in progress to completed village units and other assets; ▪ Considered the impact of new development work and the completeness of the assets included in the valuation; ▪ Considered management's assessment of the fair value of village and care assets that are not substantially progressed at balance date. ▪ Assessed the nature and quantum of adjustments made between the amounts determined by the Valuer and the recorded valuation amounts; and ▪ Considered the adequacy of the disclosures in Notes 3.1 and 3.2.

Information other than the financial statements and auditor's report

The directors of the Company are responsible for the other information. The other information comprises the annual report, which includes the Climate Statement but does not include the financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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Independent Auditor's Report cont.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

If, based upon the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Directors' responsibilities for the financial statements

The directors are responsible, on behalf of the entity, for the preparation and fair presentation of the consolidated financial statements in accordance with New Zealand Equivalents to International Financial Reporting Standards and International Financial Reporting Standards, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

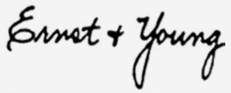
In preparing the consolidated financial statements, the directors are responsible for assessing on behalf of the entity the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (New Zealand) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of the auditor's responsibilities for the audit of the financial statements is located at the External Reporting Board's website: https://www.xrb.govt.nz/standards/assurance-standards/auditors-responsibilities/audit-report-1-1/. This description forms part of our auditor's report.

The engagement partner on the audit resulting in this independent auditor's report is Brent Penrose.



Chartered Accountants
Auckland
22 May 2026

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Remuneration Report from the People and Culture Committee Chair

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Dear Shareholders

As Chair of the Board's People and Culture Committee, I am pleased to present Oceania's Remuneration Report for the financial year ended 31 March 2026.

Remuneration Objectives

Oceania's remuneration philosophy is to attract, retain and motivate high-calibre individuals through remuneration practices that are market competitive, are flexible and affordable, and provide incentives to deliver both annual and long-term results and maximise shareholder value.

Our Remuneration Policy sets out the remuneration principles applied to all executives and directors. Our objective is to have remuneration practices that are fair and equitable, take account of internal and external relativities, recognise the commercial environment in which Oceania operates, and support the achievement of Oceania's strategic objectives and the creation of long-term value for shareholders.

Oceania has a diverse workforce and is committed to developing and creating an inclusive workplace that embraces diversity and inclusion. As part of our Diversity and Inclusion Policy, Oceania seeks to remunerate equivalent roles in an equitable manner and to address pay disparities across gender, ethnicity, and other diversity dimensions.

Executive Remuneration

Oceania recognises the need to attract and retain high calibre executives and, accordingly, structures its executive remuneration to comprise a mix of fixed salaries and variable performance-based incentives (both short-term and long-term) that are aligned to the company's strategic objectives. The purpose of this structure is to provide fair remuneration for executives based on external benchmarks and to align the interests of Oceania's executives with those of the company and its shareholders.

The Board reviews executive remuneration annually, including setting annual targets for executives against which short-term incentive outcomes are assessed. In FY26, the Board set short-term incentive targets for the CEO and executives based on underlying EBITDA and net debt reduction metrics set relative to the approved budget. These targets included stretch targets designed to incentivise out-performance. Oceania delivered a strong performance in FY26 and the stretch targets for both underlying EBITDA and net debt reduction were achieved.

For FY27, a similar approach has been adopted with the debt reduction metric being replaced by a free cashflow from operations (FCFO) metric. The underlying EBITDA and FCFO targets for FY27 incorporate a significant uplift on the performance achieved in FY26. The CEO and executives also have individual targets as part of their FY27 short-term incentives linked to the delivery of Oceania's strategic priorities.

The Board reviewed Oceania's long-term incentives during FY26 and has implemented a share option plan for FY27 and future financial years. This plan is broadly consistent with previous share option plans and involves an annual grant of options with a fixed exercise price (based on trading prices after the announcement of annual results), and a three-year vesting period.

The 2023 share option plan vests after the announcement of Oceania's FY26 results. The exercise price for these options is $0.82 per share and hence the options were "out of the money" at the end of FY26. The Board recognises that Oceania's share price has been adversely affected by recent geopolitical events and the current global fuel crisis. Given the impact of these external events on the 2023 share option plan, the Board has approved an extension of the option termination date from 90 days to 365 days for currently employed participants in this plan. Extending the termination date provides an opportunity for Oceania's share price to recover and for the options to return to being "in the money", and also provides a retention incentive for participants who remain employed with Oceania.

Except for this amendment to the 2023 share option plan, the Board has not exercised discretion in relation to the short-term and long-term incentive outcomes in FY26.

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CEO Remuneration

Ms Dvorak joined Oceania part-way through FY25 and has now completed her first full financial year in the CEO role. Under Ms Dvorak's leadership, Oceania has implemented a new strategic plan and has delivered significantly improved performance in FY26.

The Board reviewed Ms Dvorak's remuneration at the end of 2025 and undertook an external benchmarking assessment based on a peer group of comparable listed companies. Following this review, the Board increased Ms Dvorak's base salary and annual long-term incentive grant from the start of 2026. The increase in Ms Dvorak's base salary coincided with the cessation of the transition allowance paid to Ms Dvorak since she commenced as CEO.

For FY26, Oceania delivered a strong performance and the stretch targets for both underlying EBITDA and net debt reduction were achieved. Accordingly, Ms Dvorak received a 150% weighting for both Company components of her short-term incentive. The Board also determined that Ms Dvorak achieved her individual targets for FY26 and applied a 100% weighting to this component of her short-term incentive. Overall, Ms Dvorak's short-term incentive remuneration for FY26 was at 140% of target.

Further details on CEO remuneration are provided in the Remuneration Report.

Director Remuneration

Fees for non-executive directors were assessed as part of the Board's annual performance review at the end of FY26. Following this review, the Board agreed that reducing the number of Board committees would support more efficient governance. On this basis, the Board resolved to merge the Risk Committee into the Audit Committee and to transfer the responsibilities of the Sustainability Committee to the Board.

In recognition of the expanded remit of the Audit and Risk Committee, the Board increased the Chair's fee for this committee from $20,000 to $25,000. All other directors' fees, including the Chair fees for other committees, will remain the same in FY27 as in FY26. Total directors' fees for both FY26 and FY27 remain within the shareholder-approved fee cap.

Gender Pay Equity

In FY26, Oceania undertook its first gender pay gap analysis, which considered gender pay equity across the organisation, including by business unit, length of tenure, and unionised versus non-unionised employees. The analysis revealed that, on an organisation-wide basis, there is no gap in the median annual base salaries of male and female employees.

Recognition of Oceania's People

FY26 was a challenging year for our people as we strengthened the foundations of the business while maintaining a disciplined focus on costs. We acknowledge the commitment and professionalism shown by our people throughout the year, and thank our people for the achievement of a record financial result in FY26 and their continued outstanding care for our residents.



Rob Hamilton

Chair, People and Culture Committee

Remuneration Report

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Oceania presents this Remuneration Report for the year ended 31 March 2026. This report provides details of Oceania's approach to remuneration including incentive plans for executives that were in place for the year ended 31 March 2026 and remuneration received by the CEO and the Directors.

Remuneration Governance

Oceania has a People and Culture Committee comprising Rob Hamilton (Chair) (member since 3 September 2024), Elizabeth Coutts and Alan Isaac (members since the listing date), and Sarah Ottrey (member since 1 April 2026). Each member is an independent, non-executive director. All other directors are entitled to attend People and Culture Committee meetings by standing invitation, and management may attend People and Culture Committee meetings by invitation only.

The People and Culture Committee assists the Board in discharging its responsibilities for people and culture-related matters, including remuneration.

The responsibilities and processes of the Committee with respect to remuneration include the following:

- Reviewing and recommending changes to Oceania's remuneration structure, people policies, procedures and practices, objectives and performance.
- Reviewing and recommending changes to the remuneration of the CEO and senior executives, having regard to Oceania's strategy, vision, values, business objectives and performance, the responsibilities and performance of senior executives and the general external market.
- Reviewing and recommending changes to Directors' fees, taking into account the external market, workload, succession planning and the need to offer competitive fees to attract and retain non-executive Directors of a high calibre.

Further information about the People and Culture Committee's role is set out in its written charter, available here: https://oceaniahealthcare.co.nz/investor-centre/governance/.

The Board has ultimate oversight of Oceania's approach to remuneration, and its responsibilities and processes in relation to remuneration include the following:

- Approving changes to Oceania's remuneration structure, people policies, procedures and practices, objectives and performance.
- Approving changes to the remuneration of the CEO and senior executives.
- Determining changes to non-executive Directors' fees, including seeking approval from shareholders for proposed increases in the total fee pool.

Remuneration Policy

It is recognised that to drive sustainable business performance and execute its strategic plan, Oceania must have a high performing leadership team and must attract and retain people of a high calibre and requisite expertise across the organisation. Accordingly, the Board, on the recommendation of the People and Culture Committee, sets the remuneration of the CEO and senior executives.

Oceania's policy is to align components of executive remuneration with the company's performance and the interests of its shareholders. Executive remuneration therefore comprises both fixed and variable performance-based elements, which are both short and long-term in nature. The purpose of this policy is to ensure that the interests of the executives, Oceania and its shareholders are aligned during the period over which the business results are realised.

Oceania's Remuneration Policy and Trading in Company Securities Policy for executives are available to view here: https://oceaniahealthcare.co.nz/investor-centre/governance/.

Each year, the Committee conducts a review of Oceania's Remuneration Policy to assess whether any changes are required to ensure it continues to deliver a remuneration structure and levels that are consistent with the policy principles.

Executive Remuneration Framework

Oceania's remuneration structure for executives, including the Chief Executive Officer ("CEO"), comprises three components:

- Total fixed remuneration ("TFR");
- Short term incentive ("STI"); and
- Long term incentive ("LTI").

Each of these components is summarised below.

a. Total Fixed Remuneration

TFR includes base salary and, in some cases, the provision of a carpark, a vehicle allowance and applicable KiwiSaver or superannuation contributions. Each executive's TFR is set based on the individual's position, market relativity, and the individual's qualifications, experience and performance. TFR is reviewed annually.

Remuneration Report

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b. Short Term Incentive

The STI is an annual incentive based on Oceania company and individual performance measures within a financial year. During the 2026 financial year, the STI was paid in cash for all executives except the Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Chief Property and Development Officer (CPDO). The CEO, CFO and CPDO participated in a Deferred Equity Scheme, whereby 80% of the STI entitlement was paid in cash and 20% of the STI entitlement was paid via the grant of Restricted Share Rights (as outlined below). CEO remuneration is discussed in more detail below.

The purpose of the STI plan is to align individual performance with Oceania's objectives and to reward executives for achieving measurable objectives over the financial year. The STI performance measures are set by reference to each executive's responsibilities and any specific projects relevant to that executive and the business or function for which they are accountable.

The table below sets out the key terms of the STI plan for executives for the 2026 financial year.

Feature	Approach
Eligibility	Those considered for participation in the STI programme must be able to impact the performance of their work area or function and also contribute to Oceania's overall performance.
Instrument (Cash & Deferred Equity Scheme)	All executives except CEO, CFO and CPDO STI entitlement for all executives except the CEO, CFO and CPDO is paid fully in cash. CEO, CFO and CPDO Where the relevant thresholds are met or exceeded, 80% of the STI entitlement payable to the CEO, CFO and CPDO is payable in cash and 20% is deferred and payable in the form of a grant of Restricted Share Rights (RSRs), which give the participant the opportunity to acquire fully paid ordinary shares over a three-year vesting period. The Restricted Share Rights vest in three equal instalments from the STI Payment Date (Grant Date): • one third after 12 months • one third after 24 months • one third after 36 months subject to ongoing employment.
Performance Targets	Company performance targets: 1. Underlying EBITDA relative to budget 2. Net Debt reduction relative to budget Each measure has a defined threshold, target and maximum stretch target of up to 150%. Achievement below the minimum threshold results in 0% outcome for that component. Senior executives appointed at the beginning of the financial year also have individual performance targets, in addition to the Company performance targets, linked to the delivery of Oceania's strategic priorities.
Outcome FY2026	150% stretch target of the Underlying EBITDA growth KPI was met 150% stretch target of the Net Debt reduction KPI was met

For the 2027 financial year, a similar STI scheme has been adopted. Company performance targets for the 2027 financial year have been set for underlying EBITDA and Free Cashflow from Operations (FCFO) metrics based on the annual budget approved by the Board. Executives also have individual targets as part of their FY27 STI linked to the delivery of Oceania's strategic priorities.

For the 2027 financial year, the CEO has a target STI set at 62.5% of fixed annual base remuneration. The CFO has a target STI set at 50% of fixed annual base remuneration. Other Executive Leadership Team members have a target STI set at 40% of fixed annual base remuneration. Selected other senior employees who are able to influence strategic outcomes also participate in the STI plan, with STI targets set at 20% of fixed annual base remuneration.

c. Long Term Incentive

The current LTI is a share option plan for the CEO and senior executives (the "Option Plan"), as outlined below. The purpose of the Option Plan is to:

a) Drive longer term performance and alignment of incentives of participants with the interests of Oceania's shareholders;

b) Encourage longer term decision making by participants; and

c) Reward and retain key employees.

The table below sets out the key terms of the grants made under the Option Plan during the 2026 financial year.

Feature	Approach
Eligibility	The Board determines whether an Option Plan will operate and the extent (if any) to which each executive is invited to participate in an Option Plan each year.
Instrument	All participants in the Option Plan are granted market-priced share options to acquire ordinary shares on a one-for-one basis at a fixed exercise price upon vesting. The exercise price represents a share price appreciation hurdle before the options can realise value for participants. On exercise of the share options at the fixed exercise price, Oceania will facilitate a cashless (net settled) exercise by issuing such number of shares as is equal to the difference between the then current market value and the exercise price (less an adjustment for tax paid on the holder's behalf for the benefit received), multiplied by the number of share options being exercised, divided by the then current market value of Oceania's shares.
Grant value	The Black-Scholes option pricing model methodology is used to value the option.
Vesting period	Approximately three years, being the date on which the relevant share option is granted until 10 business days after announcement of Oceania's final results three years later (or such other date as determined by the Board).

Remuneration Report

Feature	Approach
Exercise period	Participants generally have 90 days from the date the share options vest to exercise the share options. The Board has discretion to extend the exercise period.
Dividends and voting rights	Share options do not have voting rights or entitlement to dividends.
Vesting conditional on continued employment	The share options will lapse immediately if the participant ceases employment with Oceania during the vesting period, unless the cessation is due to an "involuntary event" (such as death, redundancy, or total and permanent illness or injury) or the Board determines, in its sole discretion, that the participant is a "good leaver". In those circumstances, the participant will either retain some or all the options on the same terms as if they had remained employed, or vesting may be accelerated, at the Board's discretion.
Malus/Clawback provisions	The Board has discretion to claw back, reduce or forfeit part or all of an LTI award to ensure a participant does not derive an unfair benefit in specified circumstances.

For the 2027 financial year, the same Option Plan has been retained.

The Board agreed to increase Ms Dvorak's entitlement from 60% of annual base remuneration to 70% annual base remuneration after undertaking external market benchmarking.

For the 2027 financial year, the CEO will be offered an LTI award of 70% of fixed annual base remuneration and other senior executives will be offered a target LTI award of 40% of fixed annual base remuneration.

CEO Remuneration

A summary of the remuneration of the CEO, Suzanne Dvorak, for the 2026 financial year is set out below.

1. CEO Contract Key Terms and Remuneration Summary

Feature	Contractual Provision
Base Salary	$920,750 From 1 April 2025 to 31 December 2025, Ms Dvorak received an annual salary of $861,000 and a transition allowance totalling $177,500 (referred to below under "Other Benefits"). Effective from 1 January 2026, the transition allowance ceased and Ms Dvorak's annual salary was increased to $1,100,000. The fixed base salary for the 2026 financial year reflects the total salary payments over this 12 month period. The increased level of Ms Dvorak's annual base salary was determined following an external benchmarking review undertaken by the Board.
Other Benefits	$208,060 "Other benefits" include a taxable transition allowance of $177,500 paid in equal monthly instalments until 31 December 2025, to assist with Ms Dvorak's relocation to New Zealand. Superannuation payments of $30,560 are also included in "Other benefits".
STI Entitlement	62.5% of base salary (at target), with a stretch target of 140% of target (or 87.5% of base salary) if financial performance thresholds set by the Board are achieved and individual targets are fully achieved. Achievement below the minimum threshold for each financial performance target results in 0% outcome for the relevant component. 80% is payable in cash and 20% is payable via the grant of deferred restricted share rights that progressively vest over three years. Refer above for more information on the terms of the STI plan.
LTI Entitlement	60% of base salary via the grant of market-priced options. Refer above for more information on the terms of the LTI plan.
Contract duration	Ongoing until terminated by either party.
Termination Clauses	6 month notice period 6 month restraint 12 month non-solicitation period.

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Remuneration Report

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2. CEO Remuneration paid and earned for the 2026 financial year

Ms Dvorak's total remuneration for the 2026 financial year is as follows:

Fixed remuneration		Discretionary short and long term variable remuneration			Total
Base Salary[1]	Other Benefits[2]	STI Cash-Based Payment	STI Deferred Equity RSR Grant	LTI Options Grant	Total Remuneration (fixed + STI earned + LTI granted during the financial year)
$920,750	$208,060	$644,525	$161,131	$516,600	$2,451,066

No LTI vested during the financial year.

The remuneration paid to and earned by the CEO during the 2026 financial year is described in more detail below:

Year	Fixed remuneration		Discretionary annual variable remuneration				Long term variable remuneration (options)					Total
	Base Salary[1]	Other Benefits[2]	STI Cash-Based Payment	STI Deferred Equity RSR Grant	STI earned as a % of maximum award	Total cash-based remuneration	Number of shares issued upon exercise	Number of equity securities vested	Vesting as a % of maximum	Market price upon exercise	Total value of LTI vested	Total Remuneration (fixed + STI + LTI vested)
Earned in FY2026[3]	$920,750	$208,060	$644,525	$161,131	100%	$1,934,466	Nil	Nil	Nil	Nil	$0	$1,934,466
Paid in FY2026[4]	$920,750	$208,060	$290,366	N/A	N/A	N/A	Nil	Nil	Nil	Nil	$0	$1,419,176

Ms Dvorak commenced as Chief Executive Officer on 22 July 2024 so was only in office for part of the 2025 financial year (being the prior comparative period). The remuneration paid to and earned by the CEO for this period was as follows:

Year	Fixed remuneration		Discretionary annual variable remuneration				Long term variable remuneration (options)					Total
	Base Salary[1]	Other Benefits[2]	STI Cash-Based Payment	STI Deferred Equity RSR Grant	STI earned as a % of maximum award	Total cash-based remuneration	Number of shares issued upon exercise	Number of equity securities vested	Vesting as a % of maximum	Market price upon exercise	Total value of LTI vested	Total Remuneration (fixed + STI + LTI vested)
Earned in FY2025[5]	$581,539	$103,901	$250,366	$62,592	86%	$998,398	Nil	Nil	Nil	Nil	$0	$998,398
Paid in FY2025[6]	$581,538	$103,901	Nil	Nil	N/A	$685,439	Nil	Nil	Nil	Nil	$0	$685,439

Refer below for LTI grants during these financial periods that remain unvested.

1. "Base Salary" includes fixed annual base remuneration. From 1 April 2025 to 31 December 2025, Ms Dvorak received an annual salary of $861,000. Effective 1 January 2026, Ms Dvorak's annual base salary increased to $1,100,000.
2. "Other benefits" include a taxable transition allowance of $177,500 paid in equal monthly instalments until 31 December 2025, to assist with Ms Dvorak's relocation to New Zealand. Superannuation payments are also included in "Other benefits".
3. The total fixed remuneration and STI figures include all monetary amounts earned in respect of the year 31 March 2026 but the STI components will not be paid until FY27.
4. The total fixed remuneration and STI figures include all monetary payments actually paid during the course of the year ended 31 March 2026, which include performance incentive payments for the year ended 31 March 2025 and a $40,000 advance payment of the STI earned for the year ended 31 March 2026.
5. The total fixed remuneration and STI figures include all monetary amounts earned in respect of the year 31 March 2025 but the STI components were paid in the year ended 31 March 2026.
6. The total fixed remuneration and STI figures include all monetary payments actually paid during the course of the year ended 31 March 2025.

Remuneration Report

3. CEO STI Key Performance Summary

In relation to the 2026 financial year, the CEO's STI outcome was determined based on the following company performance targets, which were achieved as seen below.

Measures	Weighting	% of Target Achieved
Underlying EBITDA growth relative to the prior comparative period	40%	 Stretch Target Achieved (150%; $345,281)
Net Debt reduction relative to the prior comparative period	40%	 Stretch Target Achieved (150%; $345,281)
Strategic KPI based on progress against strategic growth and development, including relevant sustainability and climate outcomes.	20%	 Target Achieved (100%; $115,094)
TOTAL		 **Overall Target Achieved (140%; $805,656)**

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Remuneration Report

4. CEO LTI Awards

Restricted Share Rights granted under the STI Deferred Equity Scheme to the CEO as at 31 March 2026:

			Awarded during reporting period			Vesting during the reporting period			Shares issued during reporting period		
Grant Name	**Grant Date**	**Vesting Schedule**	**Balance as at 31 March 2025 (prior reporting period)**	**RSRs Awarded**	**Value at time of grant**	**RSRs Lapsed during reporting period**	**RSRs Vested**	**Market Price at Vesting Date**	**Vesting Date**	**Shares Issued**	**RSR Balance at 31 March 2026**
STI Deferred Equity Grant 2025 (RSRs)	12/06/25	One third - June 2026 One third - June 2027 One third - June 2028	–	103,869	$62,592	Nil	Nil	N/A	N/A	Nil	103,869

Share Options granted under the LTI plan to the CEO as at 31 March 2026:

			Prior reporting period		Awarded during reporting period			Vesting during the reporting period			Shares issued during reporting period	
Grant Name	**Grant Date**	**Vesting Schedule**	**Balance as at 31 March 2025 (prior reporting period)**	**Value at time of grant**	**Options Awarded**	**Value at time of grant**	**Lapsed during reporting period**	**Options Vested**	**Exercise Price at Vesting Date**	**Vesting Date**	**Shares Issued**	**Options Balance at 31 March 2026**
LTI Options Grant 2024	22/07/24	June 2027	775,385	$504,000			Nil	Nil	$0.76	N/A	Nil	775,385
LTI Options Grant 2025	26/05/25	June 2028	–	–	2,583,000	$516,600	Nil	Nil	$0.65	N/A	Nil	2,583,000

Ms Dvorak, along with other senior executives, will be invited to participate in a share option plan in relation to the 2027 financial year, as described under Long Term Incentive section above. For the 2027 financial year, Ms Dvorak will be offered an LTI award equal to 70% of fixed annual base remuneration. The increase in Ms Dvorak's LTI award (from 60% to 70%) was determined following an external benchmarking review undertaken by the Board.

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Remuneration Report

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Employees' Remuneration

Oceania did not employ people directly in the year ended 31 March 2026. All employees are employed by subsidiaries of Oceania. As required by the Companies Act 1993, the table of remuneration bands below shows, in $10,000 brackets, the number of employees and former employees of Oceania's subsidiaries (excluding directors of Oceania) who received remuneration and other benefits in their capacity as employees exceeding $100,000 during the financial year ended 31 March 2026.

The remuneration figures shown in the "Remuneration Band" column include all monetary payments actually paid during the course of the year ended 31 March 2026, which include base salaries, performance incentives, and contributions to Kiwisaver. The table does not include amounts paid after 31 March 2026 that relate to the year ended 31 March 2026.

Remuneration Band ($NZ)[7]		Number of Employees	Remuneration Band ($NZ)		Number of Employees
100,000.00	109,999.00	80	250,000.00	259,999.00	1
110,000.00	119,999.00	90	260,000.00	269,999.00	3
120,000.00	129,999.00	92	270,000.00	279,999.00	2
130,000.00	139,999.00	32	310,000.00	319,999.00	1
140,000.00	149,999.00	13	320,000.00	329,999.00	3
150,000.00	159,999.00	11	340,000.00	349,999.00	2
160,000.00	169,999.00	9	350,000.00	359,999.00	1
170,000.00	179,999.00	9	360,000.00	369,999.00	1
180,000.00	189,999.00	5	370,000.00	379,999.00	1
190,000.00	199,999.00	14	420,000.00	429,999.00	1
200,000.00	209,999.00	4	450,000.00	459,999.00	1
210,000.00	219,999.00	6	470,000.00	479,999.00	1
220,000.00	229,999.00	4	480,000.00	489,999.00	1
230,000.00	239,999.00	2	700,000.00	709,999.00	1
240,000.00	249,999.00	2	1,410,000.00	1,419,999.00	1
			1,520,000.00	1,529,999.00	1
			Total number of employees and former employees		**395**

CEO/Worker Ratio

The CEO/Worker ratio represents the number of times greater the CEO's remuneration is to the remuneration of an employee paid at the median of all employees.

The CEO's total base salary for the 2026 financial year of $920,750 was 14.2 times that of the median employee base salary at $64,958 per annum. The CEO's total remuneration, including STI earned and LTI granted (noting that no LTI vested during the period) of $2,451,066 was 37.7 times that of the median employee base salary per annum.

For the purposes of determining the median paid to all employees, all permanent full-time, permanent part-time and fixed-term employees are included, with part-time and casual employee remuneration adjusted to a full-time equivalent amount.

Gender Pay Gap and Pay Equity

2025/2026 Outcome: 0% gender pay gap based on median base salaries.

Oceania recognises the importance of gender pay equity across the organisation. Oceania has undertaken gender pay gap analysis across multiple dimensions to gain an enhanced understanding of Oceania's gender pay gap and pay equity.

The result of the organisation-wide analysis for FY26, applying the Stats New Zealand formula for calculating the overall gender pay gap, confirmed there was in fact no pay gap based on median base salaries between male and female genders. The median base salary (on a full-time equivalent basis) across the organisation was the same for both males and females.

According to the latest data reported by Stats New Zealand, the New Zealand national gender pay gap was 5.2% in June 2025.

Oceania is committed to continuing regular and enhanced gender pay gap analysis going forward, including undertaking further detailed analysis in relation to pay equity and monitoring the underlying drivers of its gender pay gap.

7. The total includes redundancy payments made during FY26 which arose from organisational changes across the business during the financial year.

Remuneration Report

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Directors' Remuneration Policy

When determining the fees for non-executive directors, the Board considers the complexity of Oceania's business and the time commitment and level of governance engagement required by the Oceania board. A copy of Oceania's remuneration policy relating to Directors is available here https://oceaniahealthcare.co.nz/investor-centre/governance/.

Non-executive director remuneration is paid solely by way of fees, and non-executive directors do not receive any performance-based or equity-based remuneration. A higher level of fees is paid to the Chair of the Board to reflect the additional time and responsibilities that this position involves. Additional fees are payable in respect of work carried out by the Chairs of the various Board committees.

In 2022, the total non-executive director remuneration pool was approved by shareholders as $896,000 (plus GST, if any) per annum.

In the 2026 financial year, the total non-executive director remuneration pool remained unchanged, and fees paid to non-executive directors totalled $890,275.

No payments were made to non-executive directors for assuming additional responsibilities above and beyond the normal duties of the Board or as a Chair of a committee for significant strategic work or projects.

1. Director Remuneration paid in the 2026 financial year

A breakdown of the Board and Committee Chair fees for the period ending 31 March 2026 is set out below.

Director	Director Fee	Audit Committee Chair Fee	Clinical and Health & Safety Committee Chair Fee	People and Culture Committee Chair Fee	Development Committee Chair Fee	Sustainability Committee Chair Fee	Risk Committee Chair Fee	Total Remuneration Received
Elizabeth Coutts (Chair)	$220,000	-	-	-	-	-	-	$220,000
Alan Isaac	$110,000	$20,000	-	-	-	-	$16,000	$146,000
Dame Kerry Prendergast	$110,000	-	$20,000	-	-	-	-	$130,000
Sally Evans[8]	$110,000	-	-	-	-	$16,000	-	$126,000
Gregory Tomlinson	$110,000	-	-	-	$16,000	-	-	$126,000
Rob Hamilton	$110,000	-	-	$16,000	-	-	-	$126,000
Sarah Ottrey[9]	$16,275	-	-	-	-	-	-	$16,275

The above fees exclude GST and expenses.

No fees are paid to members of Committees.

2. Director Remuneration to be paid in the 2027 financial year

Fees for non-executive directors were assessed as part of the Board's annual performance review at the end of FY26. Following this review, the Board agreed that reducing the number of Board committees would support more efficient governance. On this basis, the Board resolved to merge the Risk Committee into the Audit Committee and to transfer the responsibilities of the Sustainability Committee to the Board. In recognition of the expanded remit of the Audit and Risk Committee, the Board increased the Chair's fee for this committee from $20,000 to $25,000. All other directors' fees, including the Chair fees for other committees, will remain the same in FY27 as in FY26. Total directors' fees for both FY26 and FY27 remain within the shareholder-approved fee cap.

Accordingly, the following Director fees apply for the 2027 financial year:

Board Chair Fee	Director Fee	Audit and Risk Committee Chair Fee	Clinical and Health & Safety Committee Chair Fee	People and Culture Committee Chair Fee	Development Committee Chair Fee
$220,000	$110,000	$25,000	$20,000	$16,000	$16,000

8. Sally Evans has announced her intention to retire at the 2026 Annual Shareholder Meeting.
9. Sarah Ottrey joined the Board on 5 February 2026. Accordingly, director fees were paid for a part period.

Corporate Governance

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Oceania's governance framework is guided by the recommendations set out in the March 2026 edition of the NZX Corporate Governance Code (NZX Code). Oceania has prepared a statement on the extent to which it has followed the recommendations in the NZX Code. The Corporate Governance Statement is current as at 31 March 2026. Oceania considers that it has followed the recommendations in the NZX Code in all respects during FY2026.

For detailed information on Oceania's corporate governance policies, practices and processes please refer to the Investors' section on the Oceania website - www.oceaniahealthcare.co.nz/investor-centre/governance. This contains the following documents:

- Corporate Governance Statement
- Constitution
- Charters
  - Board Charter
  - Audit and Risk Committee Charter
  - Clinical and Health and Safety Committee Charter
  - Development Committee Charter
  - People and Culture Committee Charter
- Policies
  - Code of Values and Conduct
  - Continuous Disclosure Policy
  - Diversity and Inclusion Policy
  - External Auditor Independence Policy
  - Fraud Policy
  - Health and Safety Policy
  - Modern Slavery Policy
  - Privacy Policy
  - Remuneration Policy
  - Sustainability Policy
  - Trading in Company Securities Policy
  - Whistleblowing Policy

Director independence

As at 31 March 2026, the Board comprised seven Directors. All of the Directors are non-executive Directors. Oceania is committed to maintaining a Board where the majority of directors are independent, and free from any interests or relationships that could compromise (or appear to compromise) their ability to exercise objective and impartial judgement.

When assessing the independence of directors, the Board considers a number of factors including those set out in the Board Charter and in table 2.4 of the NZX Corporate Governance Code. In making its determination, the Board has assessed each Director's interests, positions and relationships, including the nature and significance of any association with Oceania. The Board has determined that, as at 31 March 2026, all seven Directors are Independent Directors, including the Chair and the Chair of the Audit and Risk Committee.

The Board (other than Elizabeth Coutts) has considered the tenure of Ms Coutts, who has been a director for over 11 years and Chair throughout her tenure. The Board is of the view that Ms Coutts's tenure does not interfere with her capacity to bring an independent judgement to bear on issues before the Board, act in the best interests of Oceania, and represent the interests of Oceania's financial product holders generally. Similarly, the Board (other than Alan Isaac) has considered the tenure of Mr Isaac, who has been a director for over 10 years. The Board is also of the view that Mr Isaac's tenure does not interfere with his capacity to bring an independent judgement to bear on issues before the Board, act in the best interests of Oceania, and represent the interests of Oceania's financial product holders generally.

Oceania has commenced its planned Board succession process with the appointment of Sarah Ottrey in February 2026 and the announcement of Sally Evans's intention to retire at the 2026 Annual Shareholder Meeting. The Board has assessed the mix of skills and experiences required and will appoint new directors with the identified skills and experience to ensure smooth and effective Board succession. Following Sally Evan's retirement, there will be six directors on the Board.

As at the date of this Annual Report, the Directors are:

Elizabeth Coutts	Chair, Independent Director	Appointed in November 2014
Alan Isaac	Independent Director	Appointed in October 2015
Dame Kerry Prendergast	Independent Director	Appointed in December 2016
Sally Evans[1]	Independent Director	Appointed in March 2018
Gregory Tomlinson	Independent Director	Appointed in March 2018
Rob Hamilton	Independent Director	Appointed in September 2021
Sarah Ottrey	Independent Director	Appointed in February 2026

1. Sally Evans has announced her intention to retire at the 2026 Annual Shareholder Meeting and her resignation as a Director of Oceania will become effective on that date.

Corporate Governance

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Committee Membership

As at 31 March 2026, the Board had six standing committees to assist in the execution of the Board's duties. With effect from 1 April 2026, the number of committees was reduced to four.

Following the Board's annual performance review, the Board agreed that reducing the number of Board committees would support more efficient governance. Accordingly, on 31 March 2026, the Board resolved to merge the Risk Committee into the Audit Committee and to transfer the responsibilities of the Sustainability Committee to the Board. As a consequence, Dame Kerry Prendergast joined the Audit and Risk Committee.

The Audit and Risk Committee comprises only non-executive directors, has a majority of independent directors, and at least one member with an accounting or financial background. The Chair of the Audit and Risk Committee, Alan Isaac, is an independent director and is not the Chair of the Board. Alan Isaac, Elizabeth Coutts and Rob Hamilton each have an extensive accounting and financial background.

Committee	As at 31 March 2026	As at 1 April 2026
Audit Committee	Alan Isaac (Chair), Elizabeth Coutts, Rob Hamilton	-
Risk Committee	Alan Isaac (Chair), Elizabeth Coutts, Dame Kerry Prendergast	-
Audit and Risk Committee	-	Alan Isaac (Chair), Elizabeth Coutts, Rob Hamilton, Dame Kerry Prendergast
People and Culture Committee	Rob Hamilton (Chair), Elizabeth Coutts, Alan Isaac	Rob Hamilton (Chair), Elizabeth Coutts, Alan Isaac, Sarah Ottrey
Clinical and Health & Safety Committee	Dame Kerry Prendergast (Chair), Elizabeth Coutts, Sally Evans	Dame Kerry Prendergast (Chair), Elizabeth Coutts, Sally Evans[2], Sarah Ottrey
Development Committee	Gregory Tomlinson (Chair), Elizabeth Coutts	Gregory Tomlinson (Chair), Elizabeth Coutts
Sustainability Committee	Sally Evans (Chair), Elizabeth Coutts, Rob Hamilton	-

2. Sally Evans's membership on this Committee will end on 30 July 2026 with her director resignation.

Diversity and Inclusion

Oceania's Diversity and Inclusion Policy is available on its website at https://www.oceaniahealthcare.co.nz/investor-centre/governance. The Diversity and Inclusion Policy aims to ensure that Oceania has a focus on diversity throughout the organisation. This recognises that a diverse workforce contributes to business growth and performance, helping to drive an inclusive, high-performance environment in addition to being reflective of our resident community.

The Board considers that the Diversity and Inclusion Policy has been successfully implemented across the business and remains a key focus with a balance of gender at Director and officer levels. As at 31 March 2026 (and 31 March 2025 for the prior comparative period), the gender breakdown of the Directors, officers (as that term is defined in the NZX Listing Rules) and employees is as follows:

	31 March 2026			31 March 2025		
Gender	Male	Female	Gender Diverse[3]	Male	Female	Gender Diverse[3]
Directors	3	4	0	3	3	0
Officers[4]	2	6	0	2	4	0
Employees	381	1,863	1 Non-binary 1 Other	469	2,225	2

Oceania has introduced internal systems and processes to allow regular and efficient monitoring of policy objectives including the implementation of a centralised Human Resources Information System (HRIS) designed to ensure Oceania can capture and report diversity data in real time. This data includes gender, ethnicity (inclusive of Iwi affiliation) and age (as far as people are willing to disclose).

This enhanced data capture will substantially increase Oceania's ability to make informed policy, remuneration and employee related decisions.

3. Gender diverse is self-identified and includes those who have selected "prefer not to say".
4. Officers are considered to be the Chief Executive Officer and her direct reports (the Executive Leadership Team).

Corporate Governance

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Statutory Disclosures

Disclosure of Directors' Interests

The following particulars were entered in the Interest Register kept for Oceania and its subsidiaries during the year ended 31 March 2026:

Director	Entity	Relationship
Elizabeth Coutts	Fonterra Co-operative Group Limited	Resigned as Consultant
Alan Isaac	Companies in the Scales Corporation Limited Group	Resigned as Director
Dame Kerry Prendergast	Audit and Risk Committee for Tauranga City Council	Appointed Committee Chair
	Victoria University Foundation	Resigned as Chair
Sally Evans	DPG Services Pty Limited	Appointed Director
	Blue Cross Community Care Services Group Pty Limited	Appointed Director
	DAC Finance Pty Limited	Appointed Director
	Principal Healthcare Finance Pty Limited	Appointed Director
	Australian Aged Care Quality and Safety Commission	Resigned as an Advisory Council Member
Gregory Tomlinson	TAB/Entain	Appointed as Advisor
	New Zealand Thoroughbred Racing Incorporated	Appointed as Advisor
	Minister for Racing	Appointed as Advisor
Sarah Ottrey[5]	Christchurch International Airport Limited	Chair
	Whitestone Cheese Limited	Chair
	Skyline Enterprises Limited	Director
	Mount Cook Alpine Salmon Limited	Director
	Sarah Ottrey Marketing Limited	Director
	APEC Business Advisory Council	NZ Member
	NZTE NZ Story Reference Group	Member
	NZ China Business Council	Member

Specific Disclosures

There were no specific disclosures made by Directors during the year ended 31 March 2026 of any interests in transactions with Oceania or any of its subsidiaries.

5. These entries reflect Interest Register disclosures made at time of Sarah Ottrey's appointment in respect of pre-existing interests.

Use of Company Information

During the year ended 31 March 2026, the Board did not receive any notices from Directors requesting to disclose or use Oceania's or any of its subsidiaries' information received in their capacity as Directors that would not otherwise have been available to them.

Events After Balance Date

There have been no events after the 31 March 2026 balance date notified by any Directors.

Securities Dealings of Directors

There were no dealings by Directors of Oceania in relevant interests in Oceania's ordinary shares during the year ended 31 March 2026.

Directors' Interests in Shares

Directors of Oceania have disclosed the following relevant interests in shares as at 31 March 2026:

Director	Number of shares in which a relevant interest is held
Elizabeth Coutts[6]	2,059,403 shares
Alan Isaac[7]	434,886 shares
Dame Kerry Prendergast	365,355 shares
Sally Evans	303,985 shares
Gregory Tomlinson[8]	27,882,244 shares
Rob Hamilton[9]	40,500 shares
Sarah Ottrey	0 shares

There were no new entries made in the subsidiary company Interest Registers during the financial reporting period.

Indemnity and Insurance

Oceania has granted indemnities, as permitted by the Companies Act 1993 and the Financial Markets Conduct Act 2013, in favour of each of its Directors and officers. Oceania also maintains Directors' and Officers' liability insurance for its Directors and officers.

6. Elizabeth Coutt's relevant interests are legally held by Custodial Services Limited.
7. Alan Isaac's relevant interests are legally held both in his own name and within a family trust.
8. Gregory Tomlinson's relevant interests are legally held by Tomlinson Group Investments Limited.
9. Rob Hamilton's relevant interests are legally held by JB Were Custodial Services.

Corporate Governance

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Director Remuneration

For the purposes of section 161 of the Companies Act 1993, the Board approved the payment of an increase in director fees for the FY26 financial year, on the grounds set out in the corresponding directors' certificate. The total non-executive director remuneration pool remains unchanged.

Auditor's Fees

Oceania's external auditor is EY. Total fees payable to EY in its capacity as auditor during the financial year ended 31 March 2026 were $631,050. Total fees payable to EY for other assurance services relating to climate-related reporting requirements were $94,500. EY was paid $9,400 for other professional services, which related to the provision of market renumeration surveys.

Donations

During the year ended 31 March 2026, Oceania paid a total of $1,752 in donations. Oceania has a policy of not making any political donations and this policy was complied with during the financial year.

Listings

Oceania's shares are listed on the NZX Main Board and the Australian Securities Exchange operated by ASX Limited. Oceania is listed on ASX as a Foreign Exempt Listing, which means that Oceania is required to comply with the NZX Listing Rules but it is exempt from the majority of the ASX Listing Rules. In accordance with ASX Listing Rule 1.15.3, Oceania confirms that it has complied with the NZX Listing Rules for the financial year ended 31 March 2026.

NZX Waivers

Oceania did not apply for or rely upon any waivers from the requirements of the NZX Listing Rules during the financial year ended 31 March 2026.

Credit Rating

Oceania currently has not sought a credit rating.

Former Directors

No directors retired during the financial year. Sally Evans has advised of her intention to retire from the Board at the 2026 Annual Shareholder Meeting.

Distributions / Dividends

There were no dividends or distributions paid to shareholders during the financial year. Dividends and other distributions with respect to the shares are only made at the discretion of the Oceania Board.

Subsidiary Company Directors

The Directors of Oceania's subsidiaries as at 31 March 2026 are set out below.

Subsidiary Company	Directors[10]
Oceania Village Company Limited	Suzanne Dvorak, Kathryn Waugh, Sarah Miller
Oceania Group (NZ) Limited	Suzanne Dvorak, Kathryn Waugh, Sarah Miller
OCA Employees Trustee Limited	Elizabeth Coutts, Sally Evans[11]
Oceania Care Company Limited	Suzanne Dvorak, Kathryn Waugh, Sarah Miller
Bream Bay Village Limited[12]	Suzanne Dvorak, Kathryn Waugh

No remuneration is payable, and there is no entitlement to other benefits, for any directorship of a subsidiary.

10. Sarah Miller replaced Andrew Buckingham as a director of Oceania Village Company Limited, Oceania Group (NZ) Limited and Oceania Care Company Limited on 30 January 2026. Elizabeth Coutts ceased to hold office as a director of the same subsidiary companies on 28 June 2025.
11. Rob Hamilton will replace Sally Evans as a director of OCA Employees Trustee Limited on 30 July 2026.
12. Sarah Miller will be appointed as a director of Bream Bay Village Limited on 30 July 2026.

Corporate Governance

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Shareholder and Bondholder Information

Twenty Largest Registered Shareholders

Set out below are details of the 20 largest shareholders of Oceania as at 31 March 2026:

	Registered Shareholder	Number of Shares	% Shares
1	FORSYTH BARR CUSTODIANS LIMITED <1-CUSTODY>	117,520,693	16.23%
2	BNP PARIBAS NOMINEES (NZ) LIMITED[13]	91,794,697	12.67%
3	LENNON HOLDINGS LIMITED	36,037,620	4.98%
4	ACCIDENT COMPENSATION CORPORATION[13]	34,834,105	4.81%
5	GENERATE KIWISAVER PUBLIC TRUST NOMINEES LIMITED[13]	31,809,405	4.39%
6	TOMLINSON GROUP INVESTMENTS LIMITED	27,882,244	3.85%
7	NEW ZEALAND DEPOSITORY NOMINEE LIMITED <A/C 1 CASH ACCOUNT>	25,570,768	3.53%
8	CITIBANK NOMINEES (NEW ZEALAND) LIMITED[13]	18,452,438	2.55%
9	APEX CUSTODIAN NOMINEES (NZ) LIMITED[13]	16,260,476	2.25%
10	CUSTODIAL SERVICES LIMITED <A/C 4>	16,233,713	2.24%
11	JPMORGAN CHASE BANK NA NZ BRANCH-SEGREGATED CLIENTS ACCT[13]	15,681,826	2.17%
12	HSBC NOMINEES (NEW ZEALAND) LIMITED A/C STATE STREET[13]	13,796,748	1.91%
13	FORSYTH BARR CUSTODIANS LIMITED <ACCOUNT 1 E>	13,275,821	1.83%
14	FNZ CUSTODIANS LIMITED	10,823,996	1.49%
15	PT (BOOSTER INVESTMENTS) NOMINEES LIMITED	6,660,230	0.92%
16	H & G LIMITED	6,150,000	0.85%
17	HSBC NOMINEES (NEW ZEALAND) LIMITED[13]	6,137,702	0.85%
18	NZX WT NOMINEES LIMITED <CASH ACCOUNT>	5,293,139	0.73%
19	DONNA MAREE HURST & DOUGLAS CULMER HURST & GEOFFREY EWEN MCPHAIL & BANCO TRUSTEES LIMITED <DOUG HURST FAMILY A/C>	5,000,000	0.69%
20	HSBC NOMINEES A/C NZ SUPERANNUATION FUND NOMINEES LIMITED[13]	4,485,530	0.62%
	Total	**503,701,151**	**69.55%**

13. Held by New Zealand Central Securities Depositary Limited as custodian.

Spread of Registered Shareholdings

As at 31 March 2026 there were 724,231,030 ordinary shares on issue, each conferring on the registered holder the right to vote on any resolution at a meeting of shareholders. These shares were held as follows:

Size of Holding	Number of Shareholders	%	Number of Shares	%
1 – 1,000	901	13.40%	393,658	0.05%
1,001 – 5,000	1579	23.49%	4,596,234	0.63%
5,001 – 10,000	1228	18.27%	9,355,324	1.29%
10,001 – 100,000	2615	38.90%	79,462,760	10.97%
100,001 and over	399	5.94%	630,423,054	87.05%
Totals	**6722**	**100%**	**724,231,030**	**100%**

As at 31 March 2026, the following additional securities were on issue:

- 3 participants holding a total of 254,303 restricted share units pursuant to the Oceania Deferred Equity Scheme.
- 14 participants holding a total of 18,373,696 options pursuant to the Oceania Long Term Incentive Plan.

Further information on these incentive plans is contained in the Notes to the financial statements and the Remuneration Report included in this Annual Report.

Substantial Product Holders

According to notices given under the Financial Markets Conduct Act 2013, the following were substantial product holders of Oceania's ordinary shares as at 31 March 2026:

Substantial Product Holder	Number of Shares	% of shares held at date of notice[14]	Date of notice
ANZ New Zealand Investments Limited, ANZ Bank New Zealand Limited and ANZ Custodial Services New Zealand Limited	48,102,207	6.642%	27 February 2026
Forsyth Barr Investment Management Limited	88,646,081	12.240%	11 February 2026

14. Based on issued share capital of 724,231,030 as at 31 March 2026.

Corporate Governance

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Twenty Largest Registered Bondholders OCA 010

(as at 31 March 2026)

Name		Number of Bonds	% Bonds
1	CUSTODIAL SERVICES LIMITED <A/C 4>	35,620,000	28.50%
2	FORSYTH BARR CUSTODIANS LIMITED <1-CUSTODY>	20,977,000	16.78%
3	APEX CUSTODIAN NOMINEES (NZ) LIMITED[15]	19,980,000	15.98%
4	FNZ CUSTODIANS LIMITED	13,202,000	10.56%
5	GENERATE KIWISAVER PUBLIC TRUST NOMINEES LIMITED[15]	5,121,000	4.10%
6	NZX WT NOMINEES LIMITED <CASH ACCOUNT>	2,673,000	2.14%
7	FORSYTH BARR CUSTODIANS LIMITED <ACCOUNT 1 E>	2,116,000	1.69%
8	INVESTMENT CUSTODIAL SERVICES LIMITED <A/C C>	2,062,000	1.65%
9	JBWERE (NZ) NOMINEES LIMITED <NZ RESIDENT A/C>	1,642,000	1.31%
10	FNZ CUSTODIANS LIMITED <DRP NZ A/C>	880,000	0.70%
11	FORSYTH BARR CUSTODIANS LIMITED <A/C 1 NRLAIL>	646,000	0.52%
12	KEVIN GARRY WALKER & KARAKA & PURIRI TRUSTEE LTD <PURIRI A/C>	633,000	0.51%
13	FNZ CUSTODIANS LIMITED <DTA NON RESIDENT A/C>	582,000	0.47%
14	ANZ BANK NEW ZEALAND LIMITED[15]	573,000	0.46%
15	MINT NOMINEES LIMITED[15]	545,000	0.44%
16	CUSTODIAL SERVICES LIMITED <A/C 12>	507,000	0.41%
17	CRAIG JOHN THOMPSON	500,000	0.40%
18	DAVID JAMES FOSTER & LINDA JOYCE FOSTER	500,000	0.40%
19	CRAIG PAUL WERNER & LEA LYNN WERNER	470,000	0.38%
20	HENRY & WILLIAM WILLIAMS MEMORIAL TRUST INCORPORATED	400,000	0.32%
	Total	109,629,000	87.70%

Spread of Registered Bondholdings OCA010

(as at 31 March 2026)

Size of Holding	Number of Bondholders	%	Number of Bonds	%
1,001 – 5,000	16	3.60%	80,000	0.06%
5,001 – 10,000	82	18.43%	794,000	0.64%
10,001 – 100,000	304	68.31%	10,371,000	8.30%
100,001 and over	43	9.66%	113,755,000	91.00%
Totals	**445**	**100%**	**125,000,000**	**100%**

15. Held by New Zealand Central Securities Depositary Limited as custodian.

Twenty Largest Registered Bondholders OCA 020

(as at 31 March 2026)

Name		Number of Bonds	% Bonds
1	FORSYTH BARR CUSTODIANS LIMITED <1-CUSTODY>	21,021,000	21.02%
2	CUSTODIAL SERVICES LIMITED <A/C 4>	19,956,000	19.96%
3	GENERATE KIWISAVER PUBLIC TRUST NOMINEES LIMITED[16]	11,850,000	11.85%
4	FNZ CUSTODIANS LIMITED	10,593,000	10.59%
5	HSBC NOMINEES (NEW ZEALAND) LIMITED[16]	9,553,000	9.55%
6	APEX CUSTODIAN NOMINEES (NZ) LIMITED[16]	6,300,000	6.30%
7	INVESTMENT CUSTODIAL SERVICES LIMITED <A/C C>	2,576,000	2.58%
8	FORSYTH BARR CUSTODIANS LIMITED <ACCOUNT 1 E>	2,230,000	2.23%
9	NZX WT NOMINEES LIMITED <CASH ACCOUNT>	1,508,000	1.51%
10	FORSYTH BARR CUSTODIANS LIMITED <A/C 1 NRLAIL>	1,347,000	1.35%
11	RICHARD BARTON ADAMS & ALLISON RUTH ADAMS <ADAMS FAMILY A/C>	751,000	0.75%
12	JBWERE (NZ) NOMINEES LIMITED <NZ RESIDENT A/C>	539,000	0.54%
13	FNZ CUSTODIANS LIMITED <DTA NON RESIDENT A/C>	465,000	0.47%
14	KIWIGOLD.CO.NZ LIMITED <KIWIGOLD A/C>	400,000	0.40%
15	MARIANNE MATHILDE MARIE STOESSEL	350,000	0.35%
16	ADMINIS CUSTODIAL NOMINEES LIMITED	242,000	0.24%
17	CUSTODIAL SERVICES LIMITED <A/C 12>	199,000	0.20%
18	FORSYTH BARR CUSTODIANS LIMITED <ACCOUNT 1 NRL>	197,000	0.20%
19	PAUL ARNOLD AITKEN	170,000	0.17%
20	FNZ CUSTODIANS LIMITED <DRP NZ A/C>	153,000	0.15%
	Total	**90,400,000**	**90.40%**

Spread of Registered Bondholdings OCA 020

(as at 31 March 2026)

Size of Holding	Number of Bondholders	%	Number of Bonds	%
1,001 – 5,000	54	11.27%	270,000	0.27%
5,001 – 10,000	119	24.84%	984,000	0.98%
10,001 – 100,000	281	58.66%	7,675,000	7.68%
100,001 and over	25	5.22%	91,071,000	91.07%
Totals	**479**	**100%**	**100,000,000**	**100%**

16. Held by New Zealand Central Securities Depository Limited as custodian.

Risk Management at Oceania

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Oceania maintains an enterprise-wide Risk Management Policy and Framework, which collectively includes risk management principles, culture, practices, as well as risk assurance and reporting requirements.

Oceania's overall approach to risk management leverages ISO31000: 2018 Risk management — Guidelines, and management continue to uplift and mature its risk management practices.

The Oceania Board is responsible for ensuring the company has an appropriate risk management framework, and for monitoring the integrity of that framework. To ensure such integrity, the Board receives and reviews regular reports on actual and potential risks to the business. The Board also has overall responsibility for determining the nature and extent of the material risks it is willing to take to achieve its strategic objectives.

Oceania's newly combined Board Audit and Risk Committee supports the Board to manage and monitor risks. In FY26, the stand-alone Risk Committee met twice during the year. The combined Audit and Risk Committee is scheduled to meet five times during FY27. This Committee has responsibility for the oversight of Oceania's material risks (referred to as Top Risks), approval of the risk appetite for the Top Risks, and the ongoing assessment of risk management practices and performance.

Within Management, accountability for the implementation and effectiveness of risk management practices supporting each Top Risk is allocated to individuals within the Executive Leadership Team. Responsibility for identifying, monitoring, measuring and managing (including mitigating as appropriate) operational risks is then assigned to individual business units.

Oceania's Top Risks

Management and the Board Audit and Risk Committee identify and assess the Top Risks, and their risk mitigation plans. Oceania's Top Risks, in alphabetical order, are set out below.

Risk	Response
Business Disruption The risk to Oceania operations from business disruption, including pandemic, extreme weather, earthquake, armed offender, major essential services outage, or supply chain disruption.	Oceania continues to manage business disruption events including IT/Cyber events, pandemic, and extreme weather events as they arise. Emergency management plans are in place and regularly tested. Oversight of the Business Continuity Management Framework is undertaken by the Board Audit and Risk Committee.
Corporate Responsibility This risk refers to Oceania not meeting its corporate responsibilities, impairing its "social licence" to operate, or brand and reputation. This includes risk associated with strategic sustainability initiatives (environmental, social, and governance-related) but excludes climate.	Oceania has a strong focus on its corporate responsibilities. This includes undertaking stakeholder materiality assessments, having a dedicated Sustainability team, maintaining a Sustainability Linked Loan, and receiving strategic oversight by the Board. Oceania maintains a Board-approved Sustainability Policy and a Modern Slavery Policy.
Climate Change The risks Oceania faces from physical climate hazards as well as climate-related transition risks (e.g. technological, legal and policy, market changes). This risk includes potential opportunities which arise from climate change.	Oceania continues to develop and execute on its Climate Transition Plan, including the development of transition plans for each site. Oceania has set Scope 1 and 2 greenhouse gas emissions reduction targets and deploys an Emissions Reduction Plan. It is also developing an Energy Strategy.
Clinical and Care The risk of a significant or systemic breach of Clinical and/or Care obligations, or a significant/systemic failing of clinical care processes, resulting in an adverse outcome for residents (primarily those in care facilities).	Oceania has a specific Clinical and Care framework, which supports effective education and training, internal and external audits, and performance reporting. A formal Clinical Systems Governance Committee provides monitoring and strategic oversight. Oceania has invested in Early Warning Score dashboard to provide a real-time snapshot of care centre performance. Insights inform targeted support, ensuring emerging issues are addressed promptly. Oceania continues to invest in Nurse Practitioners to strengthen access to high-quality primary care services, and to enhance clinical leadership, continuity of care, and resident outcomes.

Risk Management at Oceania

Risk	Response
Compliance The risk of significant or systemic non-compliance with regulatory or legal requirements, resulting in a significant, punitive response (e.g. significant new requirements, fine, or closure of operations).	Oceania's key compliance obligations are embedded into operational policies and procedures, with oversight by expert functions (e.g. Clinical and H&S), Risk and/or Legal, where appropriate.
Cyber, Data and Privacy The risk of harm to Oceania's reputation, residents or staff, caused by a significant or prolonged cyber-attack, data or reportable privacy breach, resulting in significant external scrutiny and/or cost to Oceania.	Oceania has adopted the National Institute of Standards and Technology (NIST) framework for managing cyber-security threats. Management continues to progress through the NIST framework. Regular external threat exposure, penetration testing, and social engineering testing support continued risk reduction. Oceania has a Privacy Officer and a Privacy Framework.
Design and Build The risk of failure of project management for the development of new or existing facilities, including supply chain issues, developer (or subcontractor) failure risk, or labour supply risk.	Oceania engages with highly regarded and experienced construction contractors and consultants, with robust quality assurance, due diligence, health & safety, and auditing practices to support end-to-end project management. Management aims for fixed pricing wherever possible. There are ongoing refurbishment plans for existing properties.
Financial resilience The risk of local and global macroeconomic drivers such as equity markets, housing sentiment, inflation, and supply chain having a negative impact on the financial performance of Oceania. The risks that a lack of internal governance and controls impact financial resilience, including financing, liquidity, and debt strategy.	Macroeconomic conditions, including the New Zealand property market, general economic conditions, and government policy, are closely monitored and used to inform financial forecasting and stress testing where required. Oceania's Capital Allocation Framework continues to support disciplined capital deployment and balance sheet strength. The refinance of debt facilities undertaken during 2025 has been successfully embedded.
Health and safety The risk associated with serious or systemic harm to employees, residents, contractors or visitors because of Oceania's business activities or failure to comply with its Health and Safety at Work Act 2015 obligations.	Oceania maintains a health and safety framework and maturity roadmap (strategy). This includes regular Board and Management oversight, documented policies and procedures, independent audits, as well as targeted programmes for critical risk management, contractor management, and employee training. Management continues to leverage an integrated digital platform to enhance real-time reporting and risk assurance. Please see further disclosure on Health and Safety on the following page.

Risk	Response
People The risk that Oceania cannot meet strategic objectives (including standards of resident care and experience) because it does not have the right capacity, capability, engagement, or culture.	The ongoing management of Oceania's workforce remains an area of significant focus. Oceania continues to enhance its Human Resources information system, Remuneration Framework, staff and union engagement programme, and employee value proposition. Oceania maintains its elevated focus on staff learning and development.
Regulatory Reforms & Relationships The risk of significant adverse regulatory reforms or significant erosion in regulatory sentiment or support for the aged care sector, impacting Oceania's business model.	Management closely monitors industry, government and regulatory developments which may impact the company. External consultants and legal advisors are used where appropriate.
Resident experience The risk of i) a significant or systemic failing in resident experience (excluding Clinical & Care risk), or ii) a failure to deliver on brand and experience commitments and meet resident expectations and needs.	Oceania deploys a range of programmes to enhance its resident experience, centred on the 5 Ways to Wellbeing framework (which is endorsed by the Mental Health Foundation). Oceania has a dedicated Head of Customer Experience as well as a dedicated Resident Experience team. Oceania undertakes proactive resident engagement surveys. Oceania continues to innovate its resident offerings. For example, premium sites have the "Together App" to support resident connection. This is enhanced by our sustainability commitments and strategic partnerships (such as Fair Food New Zealand and the New Zealand Deaf and Hard of Hearing Foundation).

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Risk Management at Oceania

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Internal audit functions

Oceania maintains an Internal Assurance and Audit Programme.

Internally, Oceania maintains an annual internal audit schedule focused on monitoring clinical quality, care delivery, and health and safety performance. This is supported by quarterly Clinical Care Centre Health Checks, conducted by a dedicated quality management team. These Health Checks support independent performance monitoring and targeted improvement actions at the care centre level.

Oceania has a three-year Internal Audit Plan. External service providers are engaged to independently evaluate selected internal controls and risk management processes, and to recommend continued improvements to the control environment. The findings of internal audits are provided to the Board Audit and Risk Committee to support their ongoing risk oversight.

To provide assurance that Oceania's services meet regulatory clinical and care standards, external audits are conducted as part of the HealthCert certification process. The audit reports are provided to Management to support their ongoing achievement of clinical and care standards. Summaries of the audits are provided to the Clinical Systems Governance Committee to support their oversight.

Health and Safety

Oceania maintains a Health and Safety Policy and Framework and has a dedicated Health and Safety team. This team works closely with the Clinical and Care team and regional management to ensure well-aligned practices.

Oceania maintains a network of Health and Safety Representatives and an active Health and Safety Committee.

Oceania is part of the Accident Compensation Corporation (ACC) Accredited Employer Programme (AEP), with the most recent ACC AEP Audit completed in April 2026.

The Board Clinical and Health & Safety Committee is responsible for overseeing health and safety practices within Oceania. It does so through the oversight of health and safety risk assessment and mitigation, safety systems and incident reporting. There is also a company-wide focus on staff capability and training, safety leadership and culture. Each site has Health and Safety representatives who meet monthly to actively manage and monitor health and safety risks on-site.

Director and Executive Safety Leadership walks are regularly undertaken to facilitate direct engagement with frontline teams. Oceania has continued to enhance its Critical Risk Management (CRM) framework to focus on critical risks and critical safety controls.

During the year, we completed a comprehensive review of our emergency preparedness procedures. This is supported by a refined tiered Incident Escalation framework to enhance real-time reporting.

Climate change

Oceania has undertaken a climate-related risk and opportunity assessment. Risks are identified and assessed across physical and transition categories. Physical risk assessment uses geospatial analysis of Oceania's villages and care centres across key natural hazards, supported by input from subject matter experts. Transition risks are identified and assessed through cross functional review.

Climate-related risks are prioritised using Oceania's standard risk rating methodology ensuring they sit alongside other Top Risks.

Oceania has a Climate Risk and Opportunity Register in place and continues to integrate climate considerations into operational policies and processes.

Climate report.



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Oceania Healthcare Limited and its subsidiaries (together, Oceania) is a retirement village and aged care operator in New Zealand with 30 sites across the country. Oceania listed on the NZX in 2017 and had $3.1b in total assets as at 31 March 2026.

About this climate report

This section of Oceania's Annual Report contains Oceania's climate-related reporting for the period 1 April 2025 to 31 March 2026. Following the Government's 2025 decision to narrow the New Zealand climate-related disclosures regime, and the Financial Markets Authority's no-action approach for affected entities pending legislative change, Oceania is no longer presenting this report as a mandatory Climate-related Disclosures (CRD) report under Part 7A of the Financial Markets Conduct Act 2013.

Oceania has continued to voluntarily disclose climate-related information, including key risks and opportunities, its FY26 greenhouse gas emissions, current climate-related transition planning aspects of its strategy, and associated metrics and targets. This disclosure does not constitute a climate statement under the Financial Markets Conduct Act 2013, but seeks to demonstrate Oceania's ongoing commitment to understanding and reporting its climate-related risks and opportunities. It has not been prepared in accordance with the New Zealand Climate Standards (NZ CS).

Introduction

Climate change remains a key enterprise risk and strategic priority for Oceania. During FY26, Oceania continued to embed climate considerations across risk management, capital allocation and operational decision-making.

Oceania also continued to progress its climate transition plan in FY26, including delivery against its science-based emissions reduction pathway and supplier engagement objectives, alongside NZGBC Homestar and Green Star standards in new developments. These actions support Oceania's modernisation of its portfolio.

Looking ahead, Oceania intends to continue to embed climate considerations into its transition plan and emissions reduction objectives, supported by its Sustainable Finance Framework.

Disclaimer

Climate-related reporting remains an evolving area and relies on developing methodologies, incomplete and estimated data, and assumptions and judgement. Disclosures in this report are subject to uncertainty and may change over time. This report reflects our current understanding as at the date of publication, in respect of our financial year ending 31 March 2026. While Oceania is committed to maintaining the accuracy, consistency, and currency of its climate-related communications, it does not warrant that information contained in this report, or in previous climate statements prepared by Oceania under Part 7A of the Financial Markets Conduct Act 2013 will remain correct in light of such change, nor does it undertake to update or qualify the disclosures in this or previous reports as methodologies, data, and circumstances develop.

This report includes forward-looking statements, including climate scenarios, anticipated impacts of climate change, transition planning elements of forward strategy, targets and forecasts. Actual outcomes may differ materially due to economic, technological, regulatory, climatic, market or other factors outside Oceania's control. Readers are advised not to place undue reliance on forward-looking information contained in this document.

Oceania has taken reasonable efforts to provide accurate disclosures as at the date of publication, but we caution reliance being placed on representations that are necessarily subject to significant risks, uncertainties, and/or assumptions, including those described more fully in Oceania's financial statements and the methodologies, assumptions and uncertainties set out on our website. In particular, readers should note that this report contains selected climate-related information and does not purport to be a comprehensive disclosure of all material climate-related information relating to Oceania. To the maximum extent permitted by law, Oceania does not accept liability for any loss arising from reliance on this report, including in relation to information in this report or any previous climate statement by Oceania that may become incorrect or outdated over time.

All amounts are in NZD. Nothing in this report constitutes legal, financial, tax or investment advice, or an offer or recommendation in relation to any securities. Nothing in this report constitutes capital growth, earnings, legal, financial, tax or investment advice, or an offer or recommendation in relation to any securities, or any other advice or guidance. Readers should make their own assessments, taking into account these limitations and the limitations noted throughout this report, and take appropriate professional advice when considering this report.

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Scenario Analysis

Oceania uses three climate scenarios, developed in FY24, to assess climate-related risks. The scenarios continue to underpin Oceania's risk and opportunity assessment in FY26.

Oceania applies three scenarios (Orderly, Disorderly and Hothouse World) across short, medium, and long-term horizons, drawing on the sector-developed Construction and Property Sector scenarios and Health Sector scenarios aligned with recognised international frameworks, including a 1.5°C pathway. Scenarios were developed through management and subject matter expert workshops sponsored by the CFO, and incorporate drivers such as energy demand, building regulations, supply chain pressures, affordability and technological change in care. The outputs are used to assess risks and opportunities, and transition planning.



Time Horizons

Horizon	Period	Alignment to Oceania
Short-term	Present – 2030	Near-term capital allocation and funding cycle, refurbishment programmes, near-term GHG reduction targets.
Medium-term	2031 – 2050	Next wave of funding strategy, home ownership trends, workforce evolution, New Zealand and global net zero ambitions for 2050.
Long-term	2051 – 2080[1]	Long-lived assets subject to physical climate impacts, building conversion trends and design lifespans.

1. This is shorter than the long-term time frame for the Sector Scenarios, which extended to 2100.

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Scenarios

Oceania's three scenarios reflect a range of plausible futures against which to test strategy and resilience. They are not intended to be predictive or to identify the most likely outcome.[1]

Climate-related scenarios are plausible, challenging descriptions of how the future may develop (based on assumptions about external driving forces, including those which may lead to physical and transition risks). Climate-related scenarios are not intended to be probabilistic or predictive, or to identify the 'most likely' outcomes of climate change. They are intended to provide an opportunity for entities to test their strategies against these potential futures. They also help to develop internal capacity to better understand and prepare for the uncertain future impacts of climate change.

Scenario element	Orderly	Disorderly	Hothouse World
Health Sector alignment	Ambitious and Orderly	Delayed and Disorderly	Hothouse World
Property and Construction Sector alignment	Orderly	Disorderly	Hothouse World
Network for Greening the Financial System	Net Zero 2050 (1.5°C)	Delayed Transition	Current Policies
IPCC scenario (AR6) for global narrative[2]	IPCC SSP1-1.9	IPCC SSP2-4.5	IPCC SSP3-7.0
IPCC scenario (AR5) for NIWA's downscaled physical risk data	RCP2.6[3]	RCP4.5[4]	RCP8.5
Global temperature outcomes	<1.5°C	~2.7°C	>3°C
Relative severity of physical impact	Lowest	Medium	Highest
Relative severity of transition impacts	High	Highest	Lowest
Domestic policy response	Immediate, rapid and well-signalled	Delayed until the mid-2030s and then abrupt and volatile	Reactive
Relative pace of technological change	Fast pace of change	Medium pace of change	Slow pace of change
Relative pace of behaviour change / health impacts	Behaviour: Fast; Health impacts: Lowest	Behaviour: Slow; Health impacts: Medium	Behaviour: Slow; Health impacts: Highest

1. Oceania's climate scenario narratives do not expressly include carbon sequestration from afforestation or nature-based solutions.
2. In FY25, Oceania changed the global narrative used for its Disorderly scenario to make it more distinct from its Orderly scenario and to align with the Health Sector Scenario of Delayed and Disorderly. These changes did not materially affect Oceania's risks and opportunities.
3. Note RCP2.6 formed the lower bound of the physical risk assessment and hence is associated with an Orderly scenario insofar as RCP2.6 is associated with a ~1.5°C warming above pre-industrial levels, by 2100. This differs from the global SSP narrative scenario as NIWA has not downscaled SSP1-1.9 for New Zealand and the closest downscaled scenario is SSP1-2.6.
4. The Disorderly scenario describes a hypothetical world where warming is approximately 2.7°C by 2100. Oceania has aligned with the RCP4.5 scenario as this reflects the mid-tier level of risk for Oceania's physical risk assessment, for which the IPCC estimates represents a mid-term warming of 2.0°C by 2050.

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Orderly Scenario <1.5°C

The Orderly scenario describes a future where the world is able to limit warming to within 1.5°C. Effective but ambitious decarbonisation targets and policies are introduced quickly, resulting in a rapid but steady decline in emissions to achieve net zero by 2050. The scenario assumes a moderate level transition risk to meet net zero 2050 goals and the comparatively lower exposure to physical risks compared to Disorderly and Hothouse scenarios.

Physical

Heavy rainfall events[1] 2090[2]: +3%	**Sea level rise**[3] 2040: 0.2m 2090[3]: 0.4m
Number of Days >25°C[1] 2090[2]: +22 days per year	**Drought exposure**[4] Eastern side of both islands: increasing exposure Western side of both islands: decreasing exposure

Transition

Total population[6] 2025: 5.22m 2050: 6.13m	**Population > 65 yrs**[6] 2025: +17.5% 2050: +23.3%
Whole of life building GHG reduction rules[5] 2025: 20% 2050: 90%	**Risk to supply chain continuity**[6] Minor increase
Government aged care spending[6] 2030–40: Minor reduction 2040–50: Minor increase	**Life expectancy changes**[6] General population: Moderate increase Communities of need: Minor increase

Disorderly Scenario ~2.7°C

The Disorderly scenario describes a future where there is limited success in managing climate change, and warming reaches approximately 2.7°C by 2100. Significant decarbonisation is delayed until the 2030s, due to delayed policy and market transition, requiring a more rapid, reactive and costly response. This scenario assumes the highest transition risks as New Zealand attempts to meet net zero targets by 2050, but still experiences some elevation in physical climate risks.

Physical

Heavy rainfall events[1] 2090[2]: +8%	**Sea level rise**[3] 2040: 0.2m 2090[3]: 0.5m
Number of Days >25°C[1] 2090[1,2]: +51 days per year	**Drought exposure**[4] Eastern side of both islands: Increasing exposure Western side of both islands: Decreasing exposure

Transition

Total population[6] 2025: 5.22m 2050: 6.13m	**Population > 65 yrs**[6] 2025: +17.5% 2050: +23.3%
Whole of life building GHG reduction rules[5] 2025: 0% 2050: 80%	**Risk to supply chain continuity**[6] Major increase
Government aged care spending[6] 2030–40: Moderate reduction 2040–50: Moderate reduction	**Life expectancy changes**[6] General population: Minor decline Communities of need: Moderate decline

Hothouse Scenario >3°C

The Hothouse scenario describes a future where limited effective policies have been implemented to reduce emissions, which continue to rise, with warming >3°C. This scenario involves fewer policy and market transition risks but extreme physical climate risks.

Physical

Heavy rainfall events[1] 2090[6]: +10%	**Sea level rise**[3] 2040: 0.2m 2090[3]: 0.7m
Number of Days >25°C[1] 2090[2]: +78 days per year	**Drought exposure**[4] Eastern side of both islands: Increasing exposure Western side of both islands: Decreasing exposure

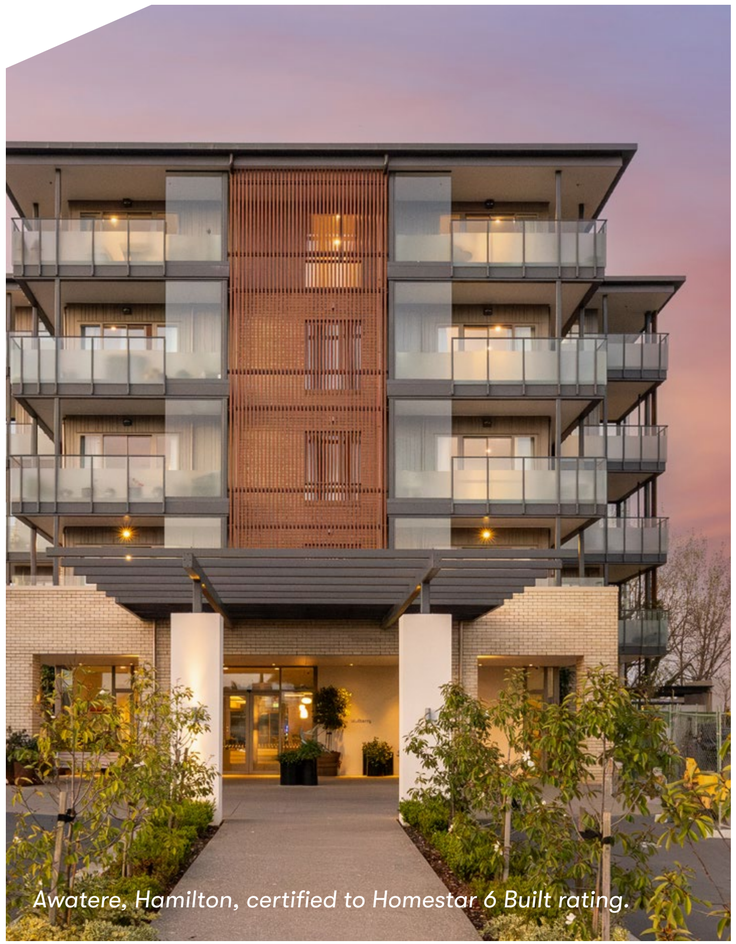
Transition

Total population[6] 2025: 5.25m 2050: 6.93m	**Population > 65 yrs**[6] 2025: +17% 2050: +22%
Whole of life building GHG reduction rules[5] 2025: 0% 2050: 50%	**Risk to supply chain continuity**[6] Extreme increase
Government aged care spending[6] 2030–40: Minor reduction 2040–50: Moderate reduction	**Life expectancy changes**[6] General population: Moderate decline Communities of need: Major decline

1. MfE, Auckland Climate Projections Map, using SSP1-2.6. Annual data. Base period is 1986-2005, future period is 2080-2099.
2. Projections of climate-related hazards for 2090 were more readily available than for 2080. Differences between 2080s and 2090s projections are immaterial to decision-making in the context of Oceania's long-term time horizon.
3. NIWA Coastal Flood Layers Viewer, 2023, Eagle Technology, LINZ, StatsNZ, NIWA, Natural Earth
4. Climate projections insights, Ministry for Environment
5. Construction & Property Sector Scenarios
6. Health Sector Scenarios

Current Climate-Related Impacts

This table sets out management's view of Oceania's current material climate-related impacts in FY26.



Awatere, Hamilton, certified to Homestar 6 Built rating.

Impact Type	Category	FY26 Disclosure
Physical impacts		Oceania did not experience any material physical climate-related impacts in FY26. While a small number of sites experienced localised surface flooding during separate storm events and short-duration storm-related power outages of less than three hours, these events were managed within normal operational responses and did not result in material impacts to resident care, safety, operations, reputation or financial performance. Isolated land stability issues were identified at two sites; one was not directly attributable to weather impacts, while the other was remediated through stabilisation works. Neither resulted in a material impact to the business.
Transition impacts	Insurance	Insurance market conditions in FY26 remained consistent with the prior year. Although the financial impact on Oceania remained immaterial[1] in FY26, the broader trend of increasing insurance premiums and potential impact on policy excesses is expected to persist in future.
	Regulation	During FY26, changes to New Zealand's climate-related disclosure regime meant Oceania is no longer subject to mandatory climate-related disclosures. This disclosure is provided on a voluntary basis. In the construction and property sector, MBIE introduced Building Product Specifications, shifted to a three-year Building Code update cycle, and updated H1 Energy Efficiency compliance documents. While the H1 changes improved flexibility and clarity, they did not raise overall energy efficiency or insulation requirements. Oceania's new developments continue to target NZGBC Homestar and Green Star certifications, exceeding Building Code standards, and these H1 changes have had no material financial impacts.
	Market (energy and supply chain volatility)	During the period, conflict in the Middle East increased uncertainty across global energy and supply chain markets. While not a direct climate-related driver, this geopolitical development may indirectly amplify Oceania's transition risk by contributing to higher or more volatile fuel, freight and selected input costs, and by potentially delaying the availability of materials and equipment relevant to decarbonisation and site resilience initiatives. The direct financial effects on Oceania's climate-related risks are not yet fully realised, and the extent and duration of any related impacts remain uncertain. For transition planning, this has reinforced the importance of Oceania's emergency management, business continuity and energy resilience planning, particularly in responding to current climate-related disruptions, including extreme weather events and electricity outages, while strengthening preparedness for future impacts.

1. Material climate-related impact means an actual physical or transitional climate-related event or condition that results in, or could reasonably be expected to result in, at least a moderate entity-level consequence for Oceania across one or more key impact dimensions, including people, operations, financial performance, legal or regulatory compliance, reputation, management attention, or stakeholder relationships.

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Climate-Related Risks and Opportunities

Oceania has identified the following material[1] climate-related risks and opportunities. These were assessed with reference to Oceania's three climate scenarios and remain consistent with previous years.

Vulnerability to transition risks

Regulatory, policy and market-related transition risks could affect how Oceania designs, builds, sells, operates and manages its villages and care centres. As in previous reporting periods, Oceania conservatively assesses that all of its business activities are vulnerable to climate-related transition risks, and accordingly does not disclose a specific percentage.

Material Climate-Related Risks

Risk	Type	Time Horizon[2]	Impact
Acute weather events	Physical (acute)	Medium / Long	Extreme weather events may cause significant damage to Oceania's land, buildings and critical infrastructure, disrupting operations and impacting resident and employee wellbeing.
Chronic changing climate patterns	Physical (chronic)	Medium / Long	Chronic changes — including rising sea levels, coastal erosion and increased rainfall variability — risk deterioration of Oceania's buildings, property and land.
Climate hazards on supply chain	Physical (acute & chronic)	Medium / Long	Climate-related disruption to Oceania's supply chain may affect essential supplies, delay construction and impact access to sites.
Changing climate patterns on staff and residents	Physical (acute & chronic)	Medium / Long	Changing climate conditions risk adverse health outcomes for residents and staff, including heat-related illness and respiratory impacts, impacting care delivery and operational resilience.
Abrupt policy or regulatory changes	Transition (policy)	Short / Medium	Sudden or significant policy changes — such as caps on embodied carbon, managed retreat or changes to resource consenting — could impact development costs and compliance obligations.
Failure to decarbonise	Transition (market, policy)	Short / Medium	Failure to decarbonise could erode stakeholder confidence, increase carbon liabilities and reduce Oceania's competitiveness as consumer and investor expectations evolve.
Constrained energy supply	Transition (market, technology)	Short / Medium	Capacity constraints or cost increases in energy supply may raise operating costs and increase exposure to supply disruptions as Oceania transitions away from non-renewable sources.
Reallocation of government aged care funding	Transition (policy)	Medium / Long	Climate-related government spending priorities could reduce aged care funding, affecting sector financial viability and Oceania's capacity to deliver care.

1. Material climate-related impact means an actual physical or transitional climate-related event or condition that results in, or could reasonably be expected to result in, at least a moderate entity-level consequence for Oceania across one or more key impact dimensions, including people, operations, financial performance, legal or regulatory compliance, reputation, management attention, or stakeholder relationships.

2. The time horizon indicates Oceania's assessment of where the risk is likely to be most significant.

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Climate-related opportunities

Oceania's assessment identified opportunities to build resilience, develop new services, grow market share, and invest in alternative energy and resource efficiency. As these opportunities are expected to affect all of Oceania's operations, and consistent with previous periods, Oceania considers all of its business activities aligned to climate-related opportunities.

Material Climate-Related Opportunities

Opportunity	Type	Time Horizon[1]	Scenario where opportunity is greatest	Impact
Climate resilient villages	Physical / Transition	Short; Medium; Long	Orderly; Disorderly; Hothouse	By designing and operating climate-resilient villages, Oceania may be better positioned to provide safer, more adaptable and potentially more cost-efficient living environments and services. This may help reduce exposure to the physical impacts of climate change, support more reliable access to essential utilities and services, and enhance resident wellbeing through features such as improved thermal comfort and biophilic design. Over time, resilient design and construction practices may also support more efficient lifecycle cost management, including repairs and maintenance.
Decarbonised business model	Transition (market, reputation)	Short; Medium	Orderly; Disorderly	By progressing an orderly and effective transition to a climate-resilient, lower-emissions business model, Oceania may be better positioned to capture market share and support revenue growth. Decarbonising operations may also reduce exposure to future carbon costs and climate-related liabilities, while improving returns on transition-related investments, including investment in new technologies. A clear climate strategy and credible transition plan may further support access to capital on competitive terms.
Supporting ageing New Zealanders	Transition / Physical	Short; Medium; Long	Disorderly; Hothouse	By providing climate-resilient communities and enhanced support services, Oceania may be well positioned to capture sustained long-term demand for its products and services. Oceania expects this demand to be supported by growth in the domestic ageing population and, potentially, by increased migration of older people to New Zealand.

1. The time horizon indicates Oceania's assessment of where the opportunity is likely to be most significant.

Climate Transition Plan

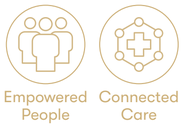
Oceania's transition plan sets out how it is responding to climate-related risks and opportunities across five workstreams, aligned to its Sustainability Framework. Progress against each workstream is tracked below.

Future planned Underway In place, continuing, or completed

Workstream	Strategic Pillars	Actions	FY26 Status	Alignment to risks and opportunities
Resilient portfolio investment strategy Supporting the portfolio to remain fit for purpose through acquisition, development and divestment planning.		Portfolio managed across $3.08b in assets with geographic diversification. Climate hazard exposure integrated into acquisition and divestment assessment. Low emissions design standards (NZGBC Homestar / Green Star) applied to new developments. Insurance market developments monitored on an ongoing basis.	Oceania assesses strategic and risk factors in acquisition and divestment decisions, increasingly including exposure to climate hazards and adaptive capacity. It aims to design and build for resource efficiency and climate resilience (e.g. NZGBC Homestar and Green Star). Oceania also monitors climate-related impacts on the insurance market, including retreat, coverage availability, and premium trends.	This workstream addresses physical climate risks (acute and chronic), insurance retreat, regulatory change, and shifting resident preferences toward resilience (Risks 1–5). It aligns with opportunities to design climate-resilient developments and support an ageing population under climate impacts (Opportunities 1 and 3).
Site-specific property enhancements Adaptation improvements to strengthen climate resilience of long-term assets.		Site-specific adaptation plans in development following FY24 physical risk assessment. Portfolio energy, water and temperature management strategies to be formalised. Business continuity planning strengthened, including for complex weather events.	Oceania plans to develop site-specific adaptation plans and integrating them into asset management to inform capital works, maintenance, procurement, and renewals. Oceania is developing energy, water, and temperature management strategies to be applied at the site level, informed by physical climate risk assessments, to enable targeted adaptation and resilience initiatives. Oceania is strengthening its business continuity planning, following a review of its business continuity planning (BCP) framework, to better address complex and extreme weather events.	This workstream addresses acute and chronic physical climate risks, including extreme weather, water scarcity, and energy reliability (Risks 1–4). It also anticipates regulatory change and evolving resident preferences for resilient living (Opportunity 1), and supports an ageing population in the context of climate impacts (Opportunity 3).

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Workstream	Strategic Pillars	Actions	FY26 Status	Alignment to risks and opportunities
Resource efficiency and emissions reduction A cost-effective approach to meeting Scope 1, 2 and 3 emissions reduction targets.		Scope 1 & 2 reduction plan in delivery. Oceania measures and assures its Scope 3 emissions[1], aiming to improve resource efficiency and reduce emissions from capital goods by engaging suppliers to support alignment with climate goals.	Oceania continues to deliver against its emissions reduction plan to meet its near-term science-based reduction target through ongoing energy efficiency and electrification initiatives across its operations and developments. Oceania measures and assures its Scope 3 emissions and is actively engaging suppliers under its supplier engagement target to support emissions reductions.	This workstream addresses potential regulatory changes and supply chain disruptions (Risks 3, 5 and 6) and supports the transition to a low-carbon, resource-efficient business, enhancing access to finance and strengthening reputation (Opportunity 2).
Employee wellbeing and climate preparedness Supporting Oceania's people to manage and adapt to climate-related challenges.		Climate education and support programme for staff to be developed. Climate risk integrated into clinical governance and model of care. Site green champions programme planned for rollout.	Oceania plans to continue investing in its people to deliver high-quality care in a changing climate, including through trainings and integrating learnings into clinical risk governance and its model of care, such as expanding the nurse practitioner model. Oceania has appointed its first green site-based champion at Franklin to support operational practices and behavioural change in driving sustainability.	This workstream addresses climate-related risks to staff and resident wellbeing and operational continuity (primarily Risk 4, with links to broader physical risks). It also supports an ageing population and enables the transition to a low-carbon, climate-resilient business through its people (Opportunity 3).
Evolving financial models and resident care Adapting Oceania's service model to remain viable and responsive as climate impacts and markets evolve.		Funding model flexibility maintained as climate impacts and property markets evolve. Coordinated engagement to influence climate-related policy, manage regulatory risk, and strengthen sector advocacy.	Oceania is actively monitoring evolving funding models, financing sources, care offerings, and property market dynamics in response to climate change, and is maintaining a flexible, adaptive approach as impacts and the economic transition unfold. Its $500m sustainability-linked loan reflects ongoing integration of sustainability into financial strategy. Continued efforts towards formalising a coordinated stakeholder and government engagement approach on climate risks and opportunities, while monitoring policy and regulatory changes and strengthening advocacy through industry bodies.	This workstream addresses climate-related regulatory and aged care funding risks, along with changing resident preferences (Risks 5, 6 and 8), and supports an ageing population in the context of climate impacts (Opportunity 3).

Future planned Underway In place, continuing, or completed

1. Limited assurance over scope 1,2 and 3 is provided by EY.

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Climate Oversight and Delivery



Oceania's Climate Transition Plan is governed through its broader strategy, risk and business planning processes. Progress against the transition and decarbonisation plans is integrated into management oversight and Board reporting, supporting a whole-of-business approach.

The Board receives regular updates on sustainability-related matters, including progress, key risks and dependencies. Delivery is supported by executive leaders and business workstreams, embedding climate considerations across strategic planning, development, operations and enterprise risk management.

Delivery of Oceania's Climate Transition Plan

Climate-related risks and opportunities are considered alongside financial, operational and strategic factors in investment decisions, supporting an integrated approach to transition delivery.

Project-level climate assessments span site acquisitions. Together with sustainability-linked financing, these processes guide capital toward Oceania's transition to a lower-emissions, climate-resilient business. See Metrics and Targets section for detail.

Assumptions, dependencies and risks

Oceania's Climate Transition Plan is subject to assumptions, dependencies and execution risks, many outside Oceania's direct control. Delivery depends on data quality, access to lower-carbon materials, technologies and energy at viable cost, grid and electrical infrastructure, supportive policy and market settings, and internal capability, resourcing and capital. Scope 3 progress also depends on supplier engagement and the availability of lower-carbon alternatives.

Key risks include economic volatility, supply chain disruption, infrastructure constraints, regulatory change, evolving insurance market conditions, and slower-than-expected adoption or performance of low-carbon solutions. These factors may affect the timing, cost and overall delivery of the Plan.

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Metrics and Targets



Upstream | Scope 3

Purchased goods & services, construction, waste, travel, commuting, fuel- and energy-related activities

Operations | Scope 1 & 2

Fuel & energy use

Downstream | Scope 3

Resident electricity consumption

Metrics

A description of the metrics and targets Oceania currently uses to measure and manage its climate-related risks and opportunities is detailed below.

Greenhouse Gas (GHG) emissions

Oceania's emissions inventory for the FY26 period (1 April 2025 - 31 March 2026) is prepared with guidance from, and in accordance with the Greenhouse Gas Protocol – A Corporate Accounting and Reporting Standard, and the Greenhouse Gas Protocol: Corporate Value Chain (Scope 3) Accounting and Reporting Standard (together, the GHG Protocol). Oceania uses a base year of FY22[1] for its GHG emissions reporting.

Materiality threshold

An emissions source, or category, is included as "material" if those emissions are greater than 1% of total emissions for that Scope. Sources of emissions or categories below this threshold are classified as 'immaterial'. Emissions sources or categories below the materiality threshold, although not generally included, may still be reported where the data is easily available and deemed of interest to stakeholders.

Independent limited assurance over Oceania's emissions inventory and GHG disclosures was provided by Ernst & Young Limited[2] (see https://oceaniahealthcare.co.nz/investor-centre/reports-presentations/).

1. FY22 was selected as the base year because it was the first year Oceania had a complete emissions dataset and portfolio-wide view of emissions, and the first year emissions were assured.
2. Ernst & Young Limited has assured Oceania's GHG emissions inventory since FY22.

Different Types of Scope

Scope 1 emissions

Scope 1 GHG emissions refer to the direct emissions from sources owned or controlled by Oceania. They come from the day to day activities involved with running the company, such as natural gas and LPG used for domestic heating and hot water.

Scope 2 emissions

Scope 2 GHG emissions refer to indirect emissions from the generation of electricity acquired and consumed by Oceania.

Scope 3 emissions

Scope 3 GHG emissions are other indirect emissions. They come from Oceania's value chain and include upfront carbon from Oceania's developments. Scope 3 emissions are divided into 15 categories, eight of these categories have been identified as applicable to Oceania. Six of these categories are defined as material (category is >1% of Scope 3 emissions).

GHG Emissions Overview

Oceania's GHG emissions inventory for FY26 is set out on the following page.

Oceania's GHG emissions are reported in tonnes of CO_2 equivalents (tCO_2e). GHG emissions are reported both on an absolute basis and on an intensity basis.

Oceania applies an operational control approach (per the GHG Protocol) for its organisational boundary, accounting for all emissions from operations under its control. This covers Oceania Healthcare Limited and its subsidiaries, including retirement villages, care centres, the leased corporate office and other operationally controlled spaces. No material facilities have been excluded. There were no relevant joint ventures during the period.

Oceania reports Scope 2 GHG emissions, using both market-based and location-based methods.

Please see https://oceaniahealthcare.co.nz/investor-centre/reports-presentations/ for information on the GHG emissions methodology, uncertainties, assumptions, emissions factor libraries and GWP rates used to calculate Oceania's GHG emissions inventory.

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GHG Emissions Table (FY22–FY26)

GHG Emissions (tCO_2e)	FY22 Baseline	FY23	FY24	FY25	FY26
Scope 1 – total	2,534	2,578	2,421	2,334	1,749
Natural gas	1,934	1,968	1,781	1,673	1,260
LPG	315	290	279	228	198
Diesel	225	256	261	244	204
Petrol	60	64	63	67	69
Refrigerants	0	0	36	121	19
Scope 2 – total (location-based)	**1,885**	**1,864**	**1,170**	**1,285**	**1,889**
Electricity (location-based)	1,885	1,864	1,170	1,285	1,889
Electricity (market-based)	1,919	1,897	1,139	818	765
Scope 3 – total	**41,744**	**29,259**	**43,885**	**37,256**	**19,127**
Cat 1 Purchased goods & services	5,544	5,789	6,779	8,305	8,744
Cat 2 Capital goods[1]	29,468	16,003	30,899	23,777	5,600
Cat 3 Fuel- and energy-related	1,170	1,176	869	789	729
Cat 4 Upstream transportation and distribution			Captured within Categories 1 and 2		
Cat 5 Waste[2]	1,335	1,480	1,155	1,054	667
Cat 6 Business travel[3]	140	329	337	252	160
Cat 7 Employee commuting[4]	3,224	3,535	3,222	2,415	2,260
Cat 8 Upstream leased assets	N/A[5]	N/A	N/A	N/A	N/A
Cat 9 Downstream transportation and distribution	N/A	N/A	N/A	N/A	N/A
Cat 10 Processing of sold products	N/A	N/A	N/A	N/A	N/A
Cat 11 Use of sold products	N/A	N/A	N/A	N/A	N/A
Cat 12 End-of-life treatment of sold products	N/A	N/A	N/A	N/A	N/A
Cat 13 Downstream leased assets location based	863	948	625	664	967
Cat 13 Downstream leased assets market-based[6]	875	961	639	687	1,009
Total Scope 1, 2 & 3 (location-based)	**46,163**	**33,701**	**47,476**	**40,875**	**22,766**
Total Scope 1, 2 and 3 (market-based)	**46,208**	**33,747**	**47,460**	**40,431**	**21,683**

*Figures may not equal the totals (+/- 1tCO_2e) due to rounding.

Notes

1. Oceania accounts for emissions from its new developments stage by stage, or upon completion of the project.
2. General waste reductions over time are largely impacted by the exiting of several sites and, to a lesser extent, site specific initiatives.
3. Although business travel is below Oceania's materiality threshold, Oceania includes these emissions in its inventory as they fall within its operational control and can be actively managed or reduced through internal policies and practices. This approach is consistent with the GHG Protocol's principles of relevance and completeness (GHG Protocol, Chapter 1.4), which support the inclusion of emissions that contribute to a full and accurate picture of a company's emissions profile.
4. Employee shifts and working days decreased in FY26. The Oceania employee commuting survey from FY25 remains valid for FY26 travel behaviour analysis.
5. Categories denoted as “N/A” has been assessed as not applicable to Oceania's GHG emissions inventory following a screening exercise. This designation indicates that Oceania does not have any emissions sources associated with these categories.
6. For Scope 3, Category 13, where Oceania bulk purchases electricity that is on-charged to independent living residents or proxied due to actual usage data not being available, Oceania applies the Residual Supply Factor (RSF) i.e. Oceania does not apply any carbon zero electricity products or renewable energy certificates (RECs) (see Appendices).

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Changes in GHG Emissions

Oceania's total gross Scope 1, 2 and 3 (location based) emissions decreased by 44% in FY26, as compared with FY25, and decreased by 51% as compared with the base year of FY22. Oceania's total gross Scope 1, 2 and 3 (market based) emissions decreased by 46% in FY26, as compared with FY25, and decreased by 53% as compared with the base year of FY22.

The reduction is primarily driven by Scope 3 Category 2 (Capital Goods), down 81% on base year and 76% on prior year. Oceania accounts for these emissions in the year a development or stage completes, so this category fluctuates year to year depending on pipeline phasing and the number of developments completing in the reporting period.[1]

Scope 1 & 2 Breakdown by GHG

Oceania's Scope 1 and 2 market-based emissions decreased by 20% in FY26 compared with FY25, and by 44% compared with the FY22 base year. The reduction from the base year is mainly due to lower Scope 2 market-based emissions, supported by the use of market-based instruments.[2] In FY26, Oceania's market-based Scope 2 emissions were 1,125 tCO2e lower than its location-based Scope 2 emissions. The reduction was also supported by site sales or closures and efficiency improvements, partly offset by organic growth.

Oceania's Scope 1 and 2 location-based emissions increased by 1% compared with FY25, but remained 18% lower than the FY22 base year. The small increase in FY26 was mainly due to a 45% increase in the electricity emissions factor compared with FY25.[3] Electrification initiatives also contributed to higher electricity use, as some operations transitioned from fossil fuels such as natural gas and LPG to electric equipment. While this can increase Scope 2 location-based emissions, it supports a reduction in direct Scope 1 emissions over time.



The Bellevue, Christchurch, certified to Homestar 6 Built rating.

Scope 1 emissions decreased by 25% as compared with FY25, and by 31% from base year. This reduction was primarily driven by lower natural gas, LPG and diesel consumption following site exits and the implementation of decarbonisation initiatives. These decreases were partially offset by emissions from refrigerant losses and petrol use.

Oceania has not used an internal emissions price in the reporting period and there were no inventory adjustments for this reporting period.

1. For the Franklin development, emissions were calculated using a refined methodology, with consultant-calculated results based directly on NZGBC Green Star and Homestar calculators rather than the previous reference-build approach. The reduction also reflects lower-carbon design and material choices, including lower-carbon concrete, reduced steel use, lower product-specific concrete emissions factors, and the exclusion of some areas previously included, such as services and external building elements.
2. Oceania sources electricity through three main contracts, one of which qualifies as a market-based instrument and contributes to market-based Scope 2 emissions reporting, as outlined below. Oceania receives Renewable Energy Certificates (RECs) through a Meridian product, which accounted for approximately 56% of electricity consumption in FY26. Further information is available in Meridian's product disclosure statement on its website. In FY25, Oceania used Ecotricity's Climate Positive electricity product as a market-based instrument, alongside Meridian renewable energy certificates (RECs), to support market-based Scope 2 emissions reporting. In FY26, Oceania did not rely on the Ecotricity Power Purchase Agreement (PPA) to report electricity supplied by Ecotricity as zero emissions.
3. The 45% increase in the NZ location-based Scope 2 emissions factor is assumed to reflect drier summer conditions, which reduced hydro generation and increased reliance on higher-emissions thermal electricity generation.

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Industry metrics and emissions intensity

The retirement village industry has not yet formally adopted a standard set of climate metrics. Oceania uses tCO_2e per million dollars of revenue and tCO_2e per square metre of gross floor area (GFA) as benchmarks. Intensity per square metre may align better with emerging industry practice[1] given the nature of Oceania's property portfolio. Oceania progressed this work in FY26 though consolidating consistent GFA data across the portfolio has proven complex. Oceania will continue to assess appropriate intensity metrics in future periods.

Emissions intensity measured in tCO_2e (location based) per million dollars of revenue (NZD)

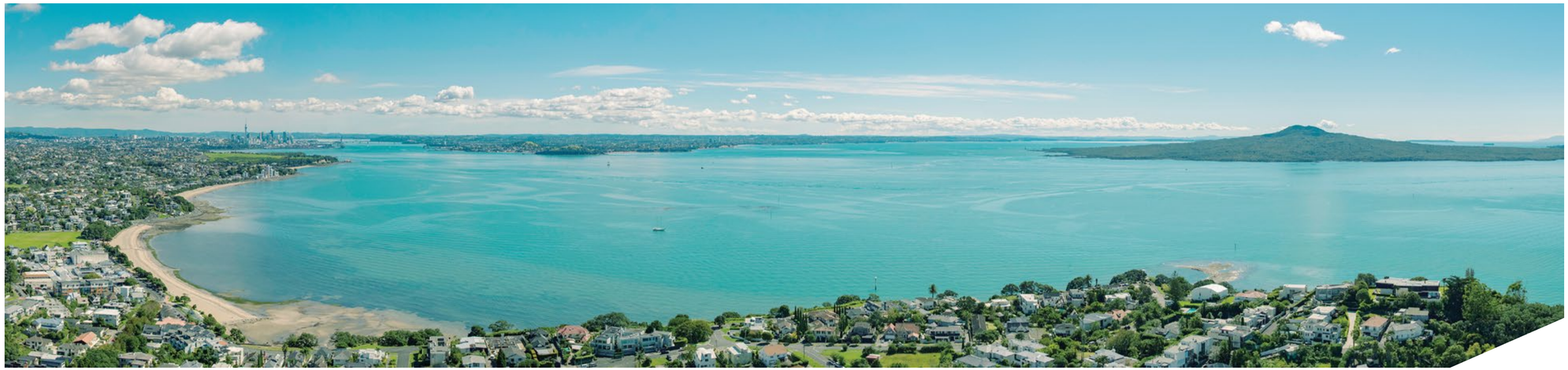
	FY22	FY23	FY24	FY25	FY26
Scope 1	11	10	9	9	7
Scope 2	8	8	4	5	7
Scope 3	180	118	165	143	72
Total (Scope 1, 2, 3)	**199**	**136**	**178**	**157**	**85**

Scope 1 and 2 (location-based) emissions by GHG in FY26[1]

Scope 1 & 2 by GHG FY26	TOTAL tCO_2e	CO_2	CH_4	N_2O	HFC	SF6	PFC	NF3
Scope 1 – total	**1,749**	**1,721**	**4**	**5**	**19**	**0**	**0**	**0**
Stationary combustion	1,458	1,454	3	1	0	0	0	0
Mobile combustion	273	267	1	5	0	0	0	0
Fugitive emissions	19	0	0	0	19	0	0	0
Scope 2 – total	**1,889**	**1,835**	**50**	**4**	**0**	**0**	**0**	**0**
Electricity consumption (location-based)	1,889	1,835	50	4	0	0	0	0
Total	**3,638**	**3,556**	**54**	**9**	**19**	**0**	**0**	**0**

CO_2=Carbon dioxide
CH_4=Methane
N2O=Nitrous oxide
HFC=Hydrofluorocarbons
SF6=Sulphur Hexafluoride
PFC=Perfluorocarbons
NF3=Nitrogen trifluoride

1. Comparability across providers may still be limited, as retirement village operators have varying proportions of care and independent living units. Care centres tend to have higher emissions intensity due to 24/7 operations and centralised energy use (Scope 1 and 2), while independent living often involves resident-controlled energy use (Scope 3). These differences in operational control and emissions attribution can affect the usefulness of tCO_2e/m^2 as a consistent benchmark.
2. Scope 3 emissions by individual greenhouse gases have not been reported, as not all emission factors used provide gas by gas breakdowns. Reported values reflect total emissions in tCO_2e only.



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Exposure to climate-related risks

Oceania's assets are located throughout New Zealand and are variously exposed to both physical and transition risks.

Vulnerability to physical risks

Oceania engaged external climate experts to conduct a physical risk assessment across its business in FY24. Oceania has again chosen to report the exposure of assets to physical climate hazards with exposure being determined by overlaying hazard data (as described in the table on the following page) with site and building footprint data.

Given the high-level nature of the assessment, any site or building footprint intersecting a hazard layer is treated as exposed. This conservative approach identifies potentially exposed locations but is not indicative of asset-specific exposure or future financial implications, which depend on site and event characteristics. The FY25 assessment was extended to include landslides. Given Oceania's move to voluntary reporting, quantified financial impacts have not been disclosed for FY26.

The table on the following page notes the climate-related physical hazard exposure across Oceania's sites.

- Measurement applies to entire site, irrespective of whether exposed areas are land or buildings.
- Excludes sites if 2% or less of the site is exposed.
- Relates to the long term time horizon (data relates to 2090-2100 period) and assessment under RCP 8.5.[1]

1. Not applicable to landslide exposure assessment.

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Physical Climate-Related Hazard Exposure[1]

Physical Risk	Description[2]	FY25 Exposure	FY26 Exposure[3]
Coastal inundation incl. sea level rise	Sea level rise and extreme storm surge. National coastal inundation dataset sourced from NIWA (IPCC AR6 projections[4]) and includes modelled inundation polygons, which include both sea level rise and extreme event (storm) related surges.	3 sites approx 4% of portfolio based on total number of beds / units across the whole portfolio.	3 sites approx 5% of portfolio based on total number of beds / units across the whole portfolio.
Coastal erosion	Loss of land from coastal processes over time or through sudden events. In the absence of a nationally consistent coastal erosion dataset, exposure was initially screened using coastal edge proximity[5]. Where this identified potential exposure, further assessment was undertaken using more detailed council datasets where available.	1 site approx 1% of portfolio based on total number of beds / units across the whole portfolio.	1 site approx 1% of portfolio based on total number of beds / units across the whole portfolio.
River and surface flooding	Heavy rainfall can increase water levels in rivers, streams and lakes, causing flooding of surrounding land. Flooding can also result from intense rainfall and runoff in urban areas where drainage capacity is exceeded. Flood exposure was assessed using the best available national and local datasets[6]. As flood data held by individual councils varies in quality, methodology and underlying assumptions[7], these limitations were considered when comparing exposure results across sites.	11 sites approx 28% of portfolio based on total number of beds / units across the whole portfolio.	11 sites approx 28% of portfolio based on total number of beds / units across the whole portfolio.
Landslide	Landslides involve the downslope movement of earth, rock or debris and can be triggered by factors such as heavy rainfall, erosion or earthquakes. Climate change may increase landslide risk over time through more frequent and intense rainfall events. Susceptibility was assessed through desktop review of surface geology, slope and visible indicators of land instability.	7 sites approx 22% (6 moderate, 1 high) based on total number of beds / units across the whole portfolio.	7 sites approx 22% (6 moderate, 1 high) based on total number of beds / units across the whole portfolio.

1. Noting there was no coastal inundation data for one region when this assessment was conducted in FY25. One site within this region is located on the coast and, taking a conservative approach, is included in this table as potentially being exposed.
2. These hazard descriptions have been taken from the physical risk assessment Oceania undertook in FY24 and FY25 and are derived from sources including national coastal inundation modelling carried out by NIWA, various flood hazard layers held by relevant local authorities, and Tonkin+Taylor derived datasets and processes.
3. Two climate hazard-exposed sites were divested near the end of FY26: one exposed to river and surface flooding and coastal inundation, including sea level rise, and one exposed to landslide risk.
4. As at March 2025.
5. At the time of completing the review there was no current nationally consistent dataset for coastal erosion. There remains no nationally consistent dataset for coastal erosion in New Zealand for FY26. Accordingly, coastal edge proximity continues to be used as a proxy for potential exposure to coastal erosion.
6. At the time of assessment, New Zealand did not yet have a complete nationally available flood hazard dataset at a resolution sufficient for all community- and asset-level assessments. Accordingly, flood exposure assessment continued to rely on the best available national and local datasets as at FY25.
7. Councils have taken different approaches in regard to: a) The annual exceedance probability (AEP) of rainfall scenarios which have been modelled; b) The RCP scenario and time horizons which are used to inform future rainfall intensities; c) A range of other assumptions specific to the flood modelling approach undertaken.

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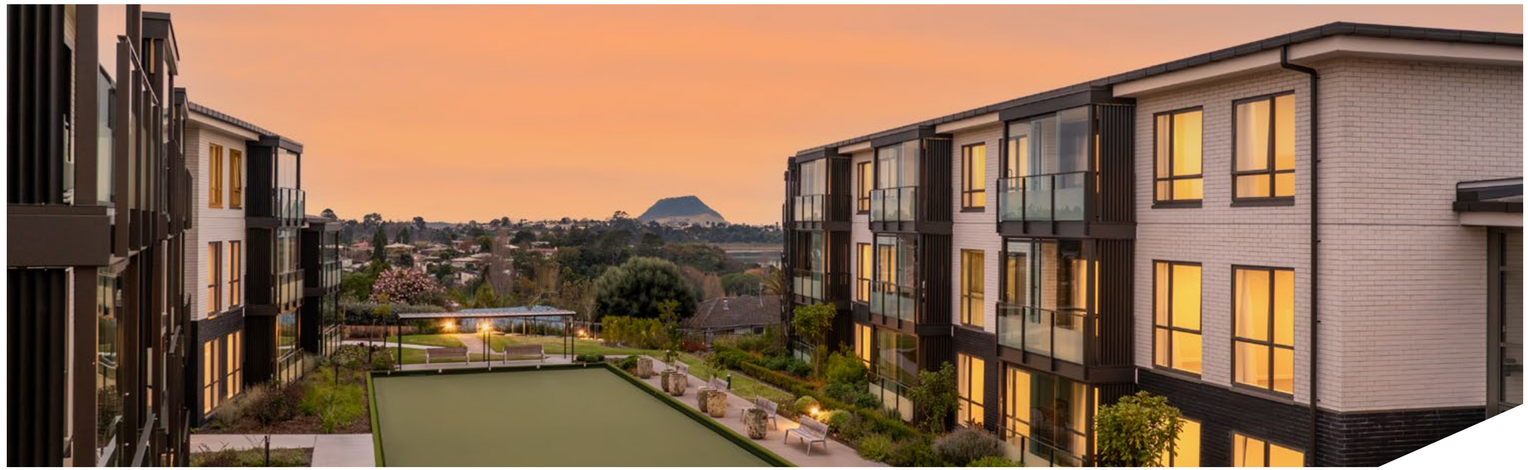
Capital Deployment

Climate-related opportunities

Oceania's $500m sustainability-linked loan (converted in July 2022) remains linked to Sustainability Performance Targets (SPTs) including an SBTi-validated GHG emissions target. The facility was renewed through FY2030 in FY26, retaining the SBTi target as a key SPT. Oceania met this target for FY26, resulting in an interest margin and line fee reduction.

Oceania's sustainability performance targets and investment in sustainability initiatives reflect how climate is incorporated into capital allocation. This includes designing to NZGBC Homestar (and Green Star at Franklin), removing utility gas from new designs, and installing solar PV where practically feasible. FY25 and FY26 capital deployment is set out in the table below.

Category	Spend during 12 months to 31 March 2025	Spend during 12 months to 31 March 2026	Description
Design/enabling works and development of Homestar or Green Star accredited buildings	$59.4m	$33.7m	Homestar accredited buildings in FY26: – Franklin Stage 1
Capital towards decarbonisation, maintenance and refurbishment	$1.0m	$1.02m	This amount includes capital deployed towards double glazing, LED lighting, air-to-air heat pumps, water efficient tapware, insulation, EV power points and back up generators. It also includes capital deployed towards converting fossil fuels used for domestic hot water and heating hot water to electric hot water heat pumps.



The Bayview, Tauranga, certified to Homestar 6 Built rating.

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Targets

Oceania has committed to a SBTi-approved near-term science based emissions reduction target to reduce absolute Scope 1 and Scope 2 GHG emissions by 42% by FY30 from a FY22 base year.

Oceania's Scope 1 and 2 target uses the Absolute Contraction Method, which aims for an absolute reduction in total emissions. It does not rely on the use of offsets.

In accordance with Oceania's Sustainability Framework, Oceania's target in FY26 remained to obtain NZGBC Homestar 7 (version 5) accreditation or above for all new independent living developments. Following a post implementation review, Oceania determined that this standard is not currently viable across future developments given cost and delivery considerations. Oceania has therefore updated its forward-looking commitment to NZGBC Homestar 6 (version 5) accreditation for new independent living developments, which has been incorporated into Oceania's Sustainability Linked Loan targets from FY28 onward.

Target	Commitment	Type	Year	FY26 Performance
Scope 1 & 2[1]	Reduce absolute Scope 1 and 2 GHG emissions by 42% by FY30 from a FY22 base year.	Absolute reduction	FY30	44% (reduction against FY22 base year).
Scope 3 supplier engagement	72.5% of Oceania's suppliers by spend covering purchased goods and services and capital goods, will have science-based targets by FY27.[2]	Supplier Engagement	FY27	In FY26 Oceania doubled the number of suppliers engaged in FY25. Of the suppliers we engaged, 14 are covered by science based targets.[3]
Construction waste diversion[4]	A stepped target so that by FY27, Oceania achieves an 80% construction waste away from landfill diversion rate for Auckland and a 60% construction waste away from landfill diversion rate for regional areas. In FY25, Oceania's target was achieving a construction waste away from landfill diversion rate of ≥80% for Auckland and ≥52.5% for regional areas.	Diversion	FY27 (stepped)	Auckland 90.46%.[5]
NZGBC Homestar 7 (v5)[6]	All new independent living developments are being designed to NZGBC Homestar 7 (version 5).	Design target	FY27	Franklin development designed to this standard.[7]

1. Oceania reports progress against its SBTI validated Scope 1 and 2 target using the market-based approach, in line with its SBTi Near Term Target Validation Report, which confirms that a market-based approach is used to account for Scope 2 emissions and assess performance against the target.
2. The number of suppliers captured under this target varies year on year depending on Oceania's spend profile.
3. Not all suppliers have their science-based targets verified by the SBTi; some have their targets assured through alternative frameworks such as those offered by Toitū. Some suppliers are covered by SBTi targets set at the parent company level.
4. Relevant to Oceania's Scope 3 emissions. Construction waste diversion refers to the proportion of construction waste generated from Oceania's new development projects that is diverted from landfill through reuse, recycling, repurposing or other recovery pathways. This includes waste from the construction of new retirement village units, villas and care centres, but excludes demolition waste and minor alterations or refurbishment works under $1m.
5. Oceania did not undertake any construction or development projects outside the Auckland region during FY26.
6. Does not have a FY22 baseline. Oceania's decision to design to this standard is made at the concept design stage. Oceania updated its forward-looking commitment to NZGBC Homestar 6 (version 5) accreditation
7. Oceania had no other design projects happening throughout FY26.

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