

ANNUAL REPORT

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31 March 2016

FY2016  
FINANCIAL HIGHLIGHTS<sup>1</sup>



Arvida's financial result for the year ending 31 March 2016 exceeded the forecast prepared at the time of listing on NZX and set out in the IPO Prospectus dated 17 December 2014.

## TOTAL REVENUE

**\$82.5m**

**+19%**

Ahead of IPO  
forecast of \$69.5m

## OPERATING EARNINGS<sup>2</sup>

**\$17.4m**

**+19%**

Ahead of IPO  
forecast of \$14.6m

## REPORTED NET PROFIT AFTER TAX (IFRS)

**\$24.0m**

**+127%**

Ahead of IPO  
forecast of \$10.6m

## UNDERLYING PROFIT<sup>3</sup>

**\$15.8m**

**+19%**

Ahead of IPO  
forecast of \$13.3m

## TOTAL ASSETS

**\$461m**

**+26%**

Ahead of IPO  
forecast of \$365m

1. Audited financial results for the 12 months ended 31 March 2016 included the acquisition of Aria Bay, Aria Gardens and Aria Park.

2. Total revenue less employee, property and other costs.

3. Underlying Profit is a non-GAAP financial measure and differs from NZ IFRS net profit after tax by replacing the fair value adjustment in investment property values with the Board's estimate of realised components of movements in investment property value and to eliminate deferred tax and one-off items. Please refer to page 15 for a reconciliation to Reported Profit under IFRS.

# HIGHLIGHTS

To 31 March 2016

**Financial result  
Ahead of IPO  
forecast.**

**Acquisition and  
integration**

Three villages in premium Auckland locations acquired and integrated.

## COMPANY OVERVIEW

Arvida is one of the larger operators of aged care facilities and retirement villages in New Zealand.

Arvida is listed on the New Zealand Exchange (NZX) with its shares quoted under the ticker code ARV.

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### Development

Pipeline within existing villages progressed, with completion of FY2016 planned developments.

### Sales

Momentum built.

### High occupancy

In aged care facilities maintained.

### IPO integration

Tasks completed.

### Strengthening

Of head office support and development capabilities.

### Dividend

Ahead of IPO forecast.

### On strategy

Scalable platform ready to deliver growth.

## TOTAL FACILITIES



**+17%**

FY2015: 18 Aged Care and Retirement Village Facilities

## TOTAL AGED CARE BEDS



**+32%**

FY2015: 944 Aged Care Beds

## TOTAL RETIREMENT UNITS



**+11%**

FY2015: 817 Total Retirement Units



Plus 238 Units/Beds Refurbished

# A SNAPSHOT OF ARVIDA

Arvida's villages are located nationally, with each village operating independently and expressing its own character, personality and identity.

The corporate structure supports village operations ensuring quality and consistency in service, which ultimately benefits residents, village staff and shareholders.

Arvida provides a continuum of care and a range of flexible care plans depending on residents' needs. Extensive retirement living and aged care options are available in a nationwide network of villages.



14 South Island  
7 North Island



Occupancy of Aged Care Beds in Arvida Villages



Average Occupancy of Aged Care Beds in New Zealand

Source: NZACA, as at 31 Dec 2015.

## AGED CARE

Aged care is an integral part of Arvida's continuum of care offering with 16 co-located and 4 standalone care facilities.

With most of Arvida's care facilities located within the retirement villages, residents are able to move through the village and receive support as their care needs change.

Options include rest home, hospital and secure dementia care. Respite care facilities are also available at many Arvida locations.



610 Rest Home  
505 Hospital  
131 Dementia

**470**  
North Island

**776**  
South Island



## RETIREMENT LIVING

### Independent Living

Typically house younger retirement village residents who wish to continue living independently but want to enjoy a retirement village lifestyle and facilities knowing that care is available if and when they should need it. Options include villas, apartments and studios.

### Assisted Living

Assisted living options (serviced apartments) are designed to provide residents with the support and care they require.

Arvida offers a range of care packages in conjunction with an ORA.



379 Apartments/Villas  
529 Serviced  
Apartments

416  
North Island

492  
South Island

## THE ATTITUDE OF LIVING WELL

**Our vision** is to improve the lives and wellbeing of our residents by transforming the ageing process.

**Our commitment** is to challenge ourselves to make our residents' lives better with everything we do.

### Our Values

#### Passionate

We love what we do; our residents are our family.

#### Authentic

We are genuine and real.

#### Fairness

We act with integrity and respond fairly and consistently in all interactions with residents.

#### Can do

We are empowered to get things done; we start with 'yes' and focus on solutions.

#### Innovative

We constantly search for better outcomes; we challenge 'normal'.

#### Nimble and Flexible

We change things when it makes sense to create great resident outcomes.

### Outcomes

Residents that are actively engaged in life, with a strong sense of value in the community and a positive mental and physical wellbeing, will become Arvida's greatest advocates.

Having great advocates leads to greater demand for our services and provides a solid foundation for further development of our services and capacity.

## CHAIRMAN'S LETTER



At the time of Arvida's initial public offering in December 2014, our IPO prospectus was required to contain financial forecasts for the period to 31 March 2016. Your Board is pleased to report that Arvida's financial result for 2016 was ahead of forecast.

Arvida recorded audited Net Profit After Tax of \$24.0 million for the financial year ended 31 March 2016, which compares to a forecast of \$10.6 million.

Underlying Profit for the year at \$15.8 million was up 19% on IPO forecast of \$13.3 million.

The Directors of Arvida Group Limited (Arvida) are pleased to present the company's Annual Report for the financial year ended 31 March 2016.

## **A period of strong performance recorded**

Our first full financial year as a publicly listed company has seen Arvida make substantial progress against growth initiatives outlined at the time of IPO and deliver strong financial results against IPO forecasts.

During the period we made our first acquisitions: Aria Gardens, Aria Park and Aria Bay (the "Aria Villages") were acquired for \$61.7 million. The Aria Villages represented an important strategic acquisition for Arvida providing a presence in the key Auckland market in premium locations. The financial performance of the Aria Villages for 2016 was ahead of expectations assessed at the time of acquisition and importantly accretive to Underlying Profit. The acquisitions were a first step in delivering our stated growth strategy.

On 25 May 2016 we announced the conditional agreement (subject to regulatory approvals) to acquire 100% of the shares in Lansdowne Park for \$20.6 million. Settlement is expected to occur on 30 June 2016. Lansdowne Park is a high quality retirement village well located on Lansdowne Hill in Masterton.

We also met our brownfield development targets (on existing properties) for 2016, completing 32 new units/beds at Glenbrae, Park Lane and Aria Gardens and the refurbishment of another 79 care beds at Aria Gardens, St Allisa and Glenbrae. Brownfield developments in the planning and consenting phase total 187 additional units/beds.

With completion of the integration plan outlined at the time of the IPO, we are now embarking on a number of operational initiatives to further improve Group performance.

## **Platform established for future growth**

Arvida has emerged as a quality provider of aged care services in New Zealand with a considered and innovative approach to care and retirement living.

Looking to retain much of the individual character and identity of each property has ensured a continuity in operations and continued performance notwithstanding a change in ownership. The good community reputation of an established retirement village, successfully operating within a local community cannot be readily replicated. Our integration plan recognises the inherent local values in each retirement village and that caring engaged staff are integral to delivering a quality product.

Market growth due to New Zealand's ageing population, coupled with a growing demand for quality retirement and aged care services and facilities, ideally positions our strategy to capitalise on opportunities as they arise. Importantly, we have now established a business that is scalable as the growth opportunities emerge.

Well located and run villages that can be acquired on an earnings accretive and value enhancing basis will be of interest to us, as well as potential greenfield opportunities that enhance our national coverage and underpin future growth options.

## Dividend

The Board has declared a final dividend of 1.10 cents per share. The dividend is partially imputed at 0.40 cents per share. A supplementary dividend of 0.18 cents per share will be paid to non-resident shareholders.

This brings total net dividends per share for 2016 to 4.25 cents, which is ahead of IPO forecast. Dividends for the year represent 74% of Underlying Profit in line with our dividend policy.

## Looking ahead

We expect the business to continue to perform strongly with a high degree of resilience in our earnings.

We are mindful of the current state of the housing market and that much of the funding for care comes from Government health budgets. These are factors that will influence

all sector participants. Our focus on the care of our residents and the quality of our offering is seen as the mitigant to these external factors. Continued momentum in our revenue and earnings is anticipated from refurbishment and development activity.

Your Board is fully committed to the success of Arvida and to ensuring the highest standards of corporate governance. I would like to thank all of our people for their daily dedication to a high level of service to our residents.

I look forward to reporting back to shareholders on our progress.



*Peter Wilson*  
*Chairman*



## CHIEF EXECUTIVE OFFICER'S REPORT

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A man with short brown hair and glasses, wearing a dark grey suit, a white shirt, and a blue tie with a yellow floral pattern, is sitting in a modern office. He is looking towards the camera with a slight smile. The office has large windows with blinds, a wooden floor, and recessed ceiling lights.

By taking a holistic, individual based approach to retirement living and aged care, we are creating a compelling offering for senior New Zealanders.

Arvida is pursuing a truly differentiated position in the market that will lead the New Zealand retirement industry into a new standard for aged care.

The year ending 31 March 2016 marked the first full financial year of Arvida's operation since completing the initial public offering in December 2014.

Our focus has been the continued delivery of milestones as set out in our IPO prospectus. We have also been busy developing a solid business platform that will enable Arvida to meet its growth objectives while delivering a model of excellence in care and retirement living.

Growing both organically and by acquisition since the IPO, we now have a considerably larger business footprint having undertaken brownfield development activities within our existing villages plus the acquisition of the three Auckland-based Aria Villages.

We remain firmly committed to providing excellent services to senior New Zealanders – we want to be true leaders and innovators in the New Zealand retirement and aged care industry.

## **Transforming the ageing experience**

Arvida's vision is to **'improve the lives and wellbeing of our residents by transforming the ageing experience'**. As we turn this vision into reality, a more holistic approach to resident wellbeing is emerging where we strive to put as much emphasis on vitality and community inclusion as we do on quality care.

Our approach focuses on:

- Ensuring the qualities of our physical assets are aligned with the needs and desires of our residents, now and in the future.
- Integrating (and engagement of) our facilities in the local community to nurture those essential connections.

- Establishing individualised wellness programmes (moving well, eating well, thinking well and rest and recovery).

Developing a positive culture across the organisation is essential to fulfilling our vision. This is about instilling our core values into the way we operate and interact as a team and with our residents. From a personal perspective, it is very encouraging to see how strongly our values, strategies, goals and mission have been embraced across village management and the broader team.

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***Our challenge is to make residents' lives better with everything we do.***

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Community engagement to us means initiatives like Cycling without Age, which was introduced into our villages in November 2015. We are now working towards introducing additional bikes in the coming year across our villages and their local communities.

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***Cycling Without Age was founded in Denmark in 2012 and is now available globally in 26 countries.***

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Cycling Without Age promotes increased mobility of the elderly in their community recognising the associated benefits to wellbeing. It is an initiative that gives the elderly the opportunity to go for a ride on a bike again and enjoy the freedom of having 'wind in their hair'.

Through a booking system, volunteers sign up to take our residents for bike rides. The bikes are specially designed to sit two passengers up front in a rickshaw style design. They are sturdy enough to offer a smooth and safe cycling experience, with an added motor also providing assistance over steeper terrain.

Dorthe Pederson, one of the Danish founders, travelled to each village in November 2015 to support the launch of the programme with Arvida. The Cycling Without Age initiative supports the Wellness Programme in Arvida villages.

With the success of this and other initiatives, we continue to add village-based programmes enriching our dynamic communities. Our programmes are delivered by, and are a result of, continually engaging with our residents on improving our operations and villages.



## Sound underlying financial performance

I am pleased to report that Arvida's net profit after tax (IFRS) of \$24.0 million exceeded the IPO forecast profit of \$10.6 million. Audited financial results for the year ended 31 March 2016 include an approximate nine months contribution from the Aria Villages.

### 2016 Financial Highlights

Year ended 31 March \$000	FY2015 Audited	FY2016 Audited	FY2016 IPO Forecast	Variance to IPO
Total Revenue	20,071	82,509	69,503	13,006
Net profit before tax (NZIFRS)	3,820	28,172	14,207	13,965
Net profit after tax (NZIFRS)	3,080	24,024	10,572	13,452
Underlying Profit <sup>1</sup>	4,006	15,781	13,298	2,483
Net cash flow from operating activities	5,926	24,157	23,489	668
Total assets	352,962	460,701	364,990	95,711

### Underlying Profit Reconciliation

Year ended 31 March \$000	FY2015 Audited	FY2016 Audited	FY2016 IPO Forecast	Variance to IPO
<b>Reported profit after tax</b>	<b>3,080</b>	<b>24,024</b>	<b>10,573</b>	<b>13,451</b>
Less: Change in fair values	(1,410)	(16,004)	(1,226)	(14,778)
Add: Deferred tax	167	(115)	288	(403)
Less: Gain on acquisition of subsidiaries	(1,634)	0	0	0
Add: One-off costs	2,803	1,421	0	1,421
<b>Underlying Operating Profit</b>	<b>3,006</b>	<b>9,326</b>	<b>9,635</b>	<b>(309)</b>
Add: Gain on resale of existing units	802	5,005	3,532	1,473
Add: Development margin on new units	198	1,450	131	1,319
<b>Underlying Profit<sup>1</sup></b>	<b>4,006</b>	<b>15,781</b>	<b>13,298</b>	<b>2,483</b>

<sup>1</sup> Underlying Profit is a non-GAAP financial measure and differs from NZ IFRS net profit after tax by replacing the fair value adjustment in investment property values with the Board's estimate of realised components of movements in investment property value and to eliminate deferred tax and one-off items.

Total operating revenue of \$82.5 million was significantly ahead of IPO forecasts. Our care facilities continue to be an important component of our business and have performed strongly as we maintained a high occupancy rate of 94% across the Group's care facilities. Care fee income generated \$62.1 million and was mainly derived from Government sources. Government funding for aged care services assists to broaden the accessibility of services and will continue to be a significant contributor to Arvida's revenues.

The introduction of ORA's across care suites is now becoming an accepted part of the aged care offering in New Zealand. The economics of the traditional bed cost/revenue structure is driving the growth in this product as well as resident demand for a product above the traditional care room. We consider care suites an effective solution, leading to better resident outcomes and, importantly, ensuring a future supply of care services as we enter a long period of strong demand. Care suites will be introduced at our Rhodes on Cashmere development in Christchurch.

Total operating expenses were \$65.1 million and excluded net one-off expenses of \$1.4 million relating to the acquisition of the Aria Villages and earthquake remediation costs. Cost saving benefits realised from our integration and synergy strategies have allowed increased reinvestment in additional people resource and systems to ensure a high level of care, effective integration and platform for future growth.

Employee remuneration in aged care continues to be debated. The equal pay care and support worker negotiations that started in October 2015 have yet to conclude. The New Zealand Aged Care Association (NZACA) has been representing Arvida and all its other members at these negotiations. While

the NZACA has been active and committed to the process, no settlement is anticipated in time for a 1 July 2016 implementation.

Underlying Profit for the year of \$15.8 million was 19% or \$2.5 million ahead of forecast, reflecting strong performance at both the original villages and the acquired villages. Momentum in sales was built with 20 new unit sales made during the year. The sell down of the Aria Bay and Park Lane developments are now largely concluded (with only 2 units not currently under contract). Sales of \$36.5 million were generated from the resale of 149 units in the year.

Total assets grew to \$461 million, representing an increase of \$108 million since the start of the financial year. The market value of all properties from the latest CBRE valuations as \$295 million with the Aria Villages increasing \$2.9 million since acquisition.

The new financial year starts with capacity in our balance sheet as we continue to look at opportunities. External bank debt at 31 March 2016 was \$13.3 million. Bank debt will increase with the acquisition of Lansdowne Park, which is to be funded from existing debt facilities and the vendors taking \$6 million of shares in Arvida as part consideration. The acquisition is immediately accretive to earnings.

Lansdowne Park is a fully developed retirement village and integrated aged care facility with 93 retirement units and 50 care beds. It is a high quality retirement village that provides facilities to over 170 residents.

### **Momentum in development activities**

Arvida has an active brownfield development programme that saw 32 new units/beds completed at Glenbrae, Park Lane and Aria Gardens, 149 units refurbished for resale

and a total of 79 care beds refurbished at Aria Gardens, St Allisa and Glenbrae.

At Aria Gardens in Albany, we built a new state-of-the-art Dementia Care Unit, the Kauri Wing, which provides specialised accommodation for 20 residents in a safe and caring environment. The ever increasing number of people suffering from this progressive illness, as the aged population profile in New Zealand grows, means we need to be responsive to this growing demand. The unit facilitates increased quality of life, independence and safety while having the flexibility to adapt to changing resident care needs.

Brownfield development activity in progress includes 150 retirement units and 37 care beds in the planning and consenting phase. Resource consent has been recently received for 24 luxury apartments at Aria Bay. In addition, there are an estimated additional 100+ beds/units within existing villages that are yet to be assessed for future development.

With all historical insurance claims settled and expected to fully cover remediation costs, we have commenced remediation works on our affected Christchurch properties. At St Allisa we commenced work on 109 units in August 2015, in a staged manner.

The full works should be completed before the end of 2016. We are also commencing work on remediating the hospital wing at St Albans and a number of serviced apartments damaged in the Christchurch earthquake.

In order to execute the development opportunities ahead, we have put in place capabilities both in the North and South Island to manage and execute our development projects.



## Committed to operational efficiency

The integration phase is now complete. We now have standardised contract terms and customer-friendly documentation, a centralised IT system and standardised clinical care processes.

The investment made is proving to be effective in delivering a consistently high level of service across the organisation. We remain committed to realising additional improvements in operational efficiencies through our scale and unique operational model.

Current strategic initiatives for 2016-2017 include:

- Investing in improving the skills and expertise of village management and staff to enhance the care and services provided to residents; and
- Introducing time and attendance and improved payroll systems, as well as further developments to our IT systems to underpin our continued growth.

While our systems and processes ensure consistency in service, they recognise that each of our villages is unique. Capturing each village's valuable local culture is integral to the Arvida model.

## Leadership complete

Last September we announced the appointment of Virginia Bishop as General Manager Operations and Tristan Saunders to General Manager Marketing and Sales. Recently we also appointed Denise Brett to the position of General Manager Wellness and Care.

The leadership team is now complete with a depth of capability and industry expertise necessary for today and our growth aspirations, while retaining a philosophy of operating a lean central support office

## Outlook

As we move from integration to a business-as-usual phase over the next twelve months, three core planks remain central to Arvida's strategy:

- **Operational:** Ongoing focus on enhancing our high quality care and wellbeing offering to further differentiate our positioning in the market;
- **Development:** Progressing existing development opportunities within our properties plus actively identifying new development opportunities; and
- **Acquisition:** Continue to evaluate complementary opportunities across New Zealand.

The dynamics of the New Zealand aged care and retirement living industry are compelling. Arvida is now ideally placed to capitalise on new opportunities as they emerge across the country. The next twelve months will deliver further gains across the business as we consolidate the brand and benefits of creating a national group.

I sincerely thank the Arvida team for their hard work and dedication over the past twelve months, helping establish a business positioned for growth.



*Bill McDonald,  
Chief Executive Officer*

# THE 6 PILLARS UNDERPINNING VALUE CREATION



## 1. Integrated businesses

Developing a scalable and flexible platform that is supported by IT systems, robust operational systems and processes and in-house resources to drive efficiencies, consistency and compliance group-wide.

## 2. Operational Culture

By empowering our people at each village and providing them with the tools to nurture their development, we are able to preserve the culture that has made each village independently successful and deliver an outstanding customer experience.

## 3. Marketing & Sales

Strategic approach to planning and development based on creating a compelling unique proposition, it provides a framework for developing a demand based operation with improved efficiencies.

## 4. Product Offering

Achieving alignment between sales and marketing, aligning product with the needs of the target audience to improve sales effectiveness.

## 5. Development & Acquisition

Capturing the learnings of development capabilities internally to take advantage of opportunities existing within the current portfolio and converting suitable greenfield and acquisition opportunities as they arise in the future.

## 6. Governance & Finance

Embedding a culture of financial discipline and ethical governance across the group.

# CAPTURING THE DEVELOPMENT OPPORTUNITY

A core element of Arvida's strategy is to grow through expanding its facilities to meet the rising demand for retirement village living and aged care services in New Zealand.

Arvida aims to expand the number of its facilities organically through brownfield developments in the first instance and secondly through acquiring appropriate aged care facilities and retirement villages that complement the existing portfolio. Over time, Arvida will look to acquire greenfield sites located in areas that exhibit attractive demographics including land adjacent to existing villages.

## GROWTH



### 1. Acquisition

#### **Single Village & Groups:**

Continue to actively assess opportunities that meet strict criteria thresholds.

### 2. Organic

#### **Brownfield:**

Planned or consented pipeline of 187 units/beds. Additional 100+ yet to be assessed.

### 3. Future Development

#### **Greenfield sites:**

Targeting complementary opportunities that are right sized in communities.

## In-house development capabilities

We have deepened our development capabilities in order to position the company to execute the sizeable opportunities ahead of us. The Arvida development team is led by Jonathan Ash, who has proven property development and project management capabilities including a background in retirement village and aged care development. Two regional development teams, located in the North and South Island, manage project activity on a daily basis. Senior managers in the development teams have a depth of local and international experience and relevant expertise.

Ensuring an efficient and effective in-house development delivery capability exists is central to our growth strategy. We consider capturing and preserving knowledge gained from our development activity to be

tremendously value accretive to the business over time. At this time, our development team is right sized to deliver the current and planned projects ahead of us.

## Current and planned development project pipeline

Arvida has an active brownfield development programme with potential to enhance earnings from existing facilities and provide attractive returns on capital invested. Returns from developments continue to grow as they mature and reach normal levels of activity.

The timeframes involved in bringing developments to fruition are typically extended but vary on a project-by-project basis between 24-60 months to completion. This means our governance and risk management processes need to be robust at every stage of the development process

## Development team

### Jonathan Ash

General Manager Development

### Sharon Dobson

Development Manager (Northern)

### Martin Connell

Development Manager (Southern)

### Stephen Campbell

Project Manager (Northern)

### Shane Mickell

Project Manager (Southern)

## Projected date of first resident at each location:

Aria Bay	Q1 FY2018
Oakwoods	Q4 FY2017
Park Lane	Q2 FY2018
Rhodes on Cashmere	Q4 FY2018



to deliver the desired outcome to specification and within anticipated timeframes.

During 2016 Arvida completed the development of 14 new retirement units and added 18 new care beds. Substantial brownfield development activity is in progress including 150 retirement units and 37 care beds in the planning and consenting phase. The first residents are expected to take up occupancy of the newly developed units from late FY2017.

## Development activity

Outside of the current planned developments, we have identified further brownfield development opportunities within the existing portfolio that can deliver in excess of 100 units in the medium term.

*The approaching demographic shift in New Zealand's population presents a significant demand uplift for the retirement and aged care sectors. With Government funding for rest home, hospital and dementia beds not keeping pace with both building cost inflation and escalating land prices, a shortage in supply of care beds is likely as the economics in developing new care beds on the traditional bed cost/revenue structure becomes challenging. Offering an ORA on care beds is a solution that is becoming an accepted part of the aged care offering in New Zealand. A Care ORA allows the return on investment in care beds to be improved. A shift to operators offering facilities and services of a higher specification is also transpiring as operators look to improve cash flows through higher priced premium care beds. In combination, these market responses are assisting to reshape the economics of new care facility development.*



## Core features of a care model

**Brings service delivery as close as possible to the elderly person**

**Puts the individual at the centre of the system**

**Measures and rewards outcomes, not activities or interventions**



**Focuses on wellness and prevention, not just care and cure**

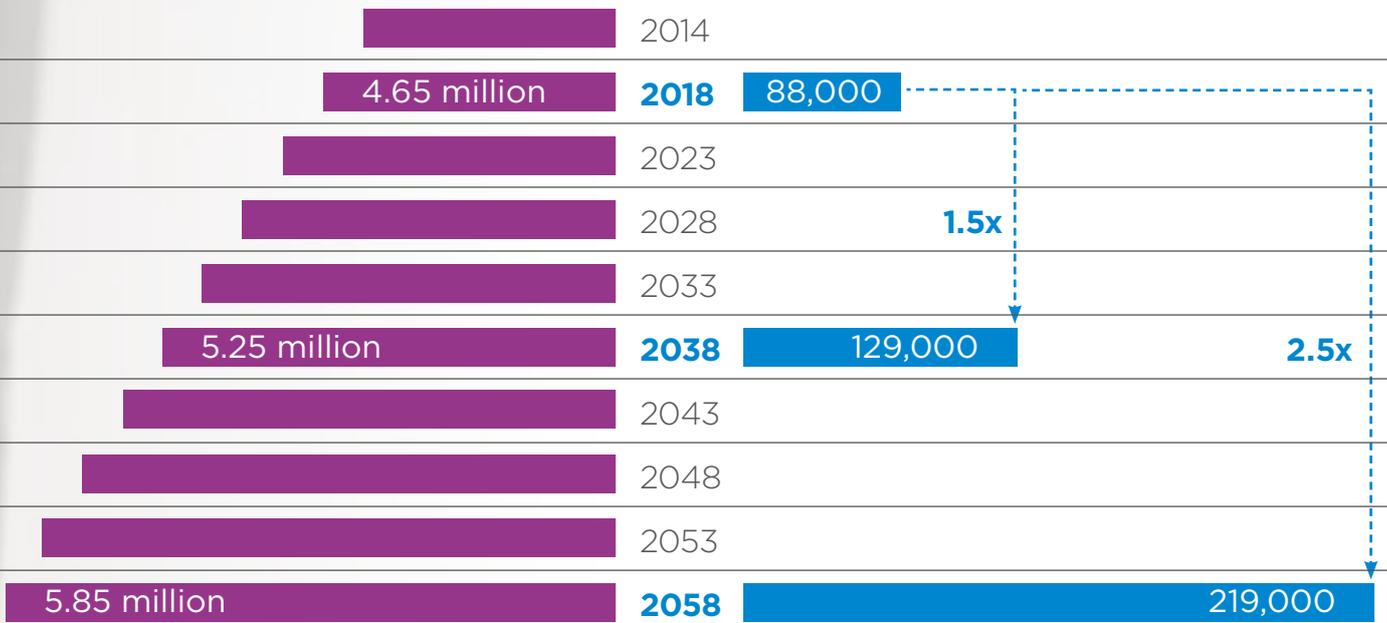
**Treats healthcare as a shared endeavour with collaboration across sector participants**

The industry is in a significant and prolonged growth phase, fuelled by a major demographic shift to an older New Zealand population. This is particularly evident in the population that is aged 75+ years (key driver for retirement unit demand) and aged 85+ years (driver for aged care demand). This shift is a well-known and generally understood demographic trend that will create growing demand for aged care and retirement village services.

- An increasing proportion of New Zealand's population is choosing to live in villages.
- At the end of 2015 around 12% of the 75+ year population chose to live in a retirement village. An estimated 35,000 units need to be built over the next 20 years to meet projected demand.

## New Zealand population projection

## Persons aged over 85 years



Source: Statistics New Zealand - 50th percentile (median)

Should the penetration rate increase, say to 15%, the projected number of units required would increase to 43,000.<sup>1</sup>

Healthcare spending increases with age and becomes needs based.

- The Ministry of Health estimates the number of rest home, hospital and dementia care beds would need to increase 4.0% p.a. for the next 15 years to meet demand. Over the last ten years the number of new care beds entering the market has been growing at 1.7% p.a.

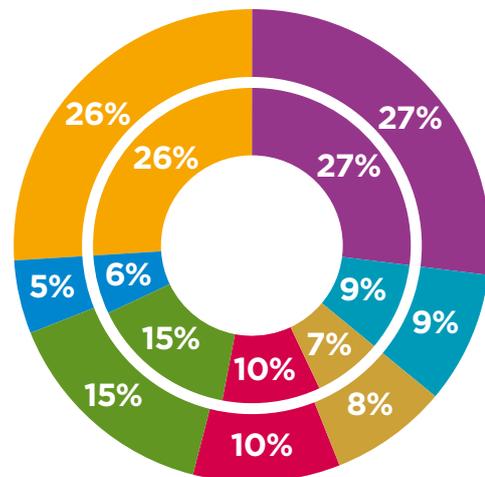
As expectations and personal wealth increase, a higher quality of care and product type is sought by individuals.

- A new service delivery model with a more holistic approach to healthcare is developing. Factors that influence wellbeing and quality of life are becoming a focus.

1. New Zealand Retirement Village Database (NZRVD) November 2015, Jones Lang Lasalle Whitepaper December 2015.

## Location of population and aged care beds in New Zealand

**Outer circle:** Population aged 85+ years  
**Inner circle:** Aged care beds available



**Auckland** **Waikato** **Bay of Plenty**  
**Wellington** **Canterbury** **Otago**  
**Rest of New Zealand**

Source: JLL and NZACA

# DIRECTORS' PROFILES



**Peter Wilson**

## Independent Chairman

Peter is an experienced director with wide ranging governance experience in the public and private sectors and with Crown-owned entities. He has extensive experience in banking, business establishment, problem resolution, asset sales and management of change functions.

Peter is currently Chairman PF Olsen Limited, Deputy Chairman of Meridian Energy Limited and a Director of Farmlands Co-operative Society Limited. Peter was formerly a partner of Ernst & Young and Chairman of Westpac New Zealand Limited and Augusta Capital Limited.

Peter is a qualified Chartered Accountant.



**Anthony Beverley**

## Independent Director

Anthony is a professional director and business consultant with close to 30 years' experience in the property, investment and capital market arenas.

He has a specialist property valuation and investment background having worked with AMP Capital Investors for 20 years, NZ's largest investment fund manager, eight of these as Head of Property.

Anthony has broad governance and directorship experience in both the public and private markets with involvement in a wide range of property, infrastructure and investment entities. His current directorships include Property for Industry Limited, Harbour Quays A1 Limited, Harbour Quays D4 Limited, and Harbour Quays F1F2 Limited. Past directorships include Marlborough Lines Limited, Summerset Holdings Limited, Precinct Properties Limited, and AMP Capital Investors (NZ) Limited.

Anthony is a Chartered Fellow of the New Zealand Institute of Directors, a Fellow of the New Zealand Institute of Valuers, a Fellow of the Property Institute of New Zealand, and a Fellow of the Financial Services Institute of Australasia.



**Michael Ambrose**

## Non- Executive Director

Michael is a director of Rodgers & Co, a chartered accountancy firm based in Christchurch, and heads the firm's aged care division. Michael has 18 years' experience in the aged care sector, advising on the operation, expansion and development of his clients' retirement villages.

He led the aggregation of the foundation villages and was a promoter of the Arvida initial public offering.

Michael actively manages several client companies and is director/chair of a number of companies and organisations.

Michael holds a BCom from Canterbury University and is a member of the NZ Institute of Chartered Accountants, the NZ Institute of Management and the Institute of Directors.



**Paul Ridley-Smith**

### **Independent Director**

From 1998 to 2011 and currently Paul was and is a senior executive at Morrison & Co and Infratil where he was responsible for the group's legal affairs and is involved in the acquisition, disposal and management of Infratil assets. From 2011 to 2014 he was General Counsel at Contact Energy where he led the legal, regulatory and government relations functions.

Paul is currently chairman of Trustpower Limited, a director of King Country Energy Limited and a trustee of New Zealand Festival and Wallace Arts Trust. His previous directorships include Wellington International Airport Limited, Liquigas Limited, iSite Media Limited and Wallace Corporation Limited. Paul was also a member of the NZ Markets Disciplinary Tribunal.

Paul holds an LLB from Victoria University and an MBA from Columbia University.



**Susan Paterson**

### **Independent Director**

Susan has close to 20 years' of experience as a professional director having served on a number of private and public boards. In 2015, she was appointed an Officer of the New Zealand Order of Merit for her services to corporate governance.

Susan has a deep understanding of the health sector with many years spent as a clinician as well as a practice owner. She has a Bachelor of Pharmacy and practiced as a pharmacist before moving into management roles in New Zealand and the United Kingdom.

Susan chairs Airways Corporation of NZ Limited and Theta System Limited with other board memberships including the Electricity Authority, Goodman NZ Limited, Les Mills Holdings Limited, Avantidrome – The Home of Cycling Charitable Trust and a member of the Tertiary Education Commission. Past directorships include Housing New Zealand, Abano Healthcare Group Limited, NZ Eco Labelling Trust, Transpower NZ Limited, St Cuthbert's College and Ports of Auckland Limited.

Susan completed an MBA at London Business School.

# SENIOR MANAGEMENT TEAM PROFILES



**Bill McDonald**

**Chief Executive Officer**  
BBus, MAgribus

Bill has held a number of senior executive roles in the New Zealand and Australian retirement sector including General Manager of ING's retirement assets division in New Zealand and Regional Operations Manager for Stockland Limited in Victoria, Australia.

Bill entered the industry as acting CEO for a community owned organisation in county Victoria, Australia. Bill subsequently joined the Buxton Group to assist in the development and operation of the acclaimed Rylands facilities in Melbourne. The development projects won multiple awards from the Urban Development Institute of Australia and Australian Institute of Building. They are recognised as benchmark retirement operations in Australia and internationally.

Bill is focused on building a retirement and aged care business that aligns with the demands of today as well as those of the future, through the principles of resident well-being and positive community interaction.



**Jeremy Nicoll**

**Chief Financial Officer**  
BCom, CA

Jeremy has substantial experience in the financial services and property sector which includes a number of senior executive

positions within the ING and ANZ businesses in New Zealand over the last 14 years. These roles have included CFO and company secretary for ING Property Trust and ING Medical Properties Trust (renamed Argosy Property Limited and Vital Healthcare Property Trust respectively), Managing Director of ING Real Estate and Managing Director of ING Insurance.

Jeremy is a past President of the Property Council New Zealand.



**Denise Brett**

**General Manager  
Wellness and Care**

NZRCpN, BA, LLB (Hons), Dip Bus Studs

Denise has more than 25 years' experience in the New Zealand health sector. She has worked in acute and aged care settings and advised commercial providers and the New Zealand courts on medico-legal issues. Denise has also worked with the Nursing Council and the Health and Disability Commissioner advising on nursing registration and health complaints and in a number of strategic roles.



**Jonathan Ash**

**General Manager  
Development**

BEng, MIPENZ, MPINZ

Jonathan brings more than 25 years' experience in the property and construction industry, both in New Zealand and

internationally, including previous experience in the retirement village and health sectors. Jonathan has also developed a number of multi-unit residential subdivisions. He has extensive experience in the set-up, direction and management of development projects and has proven general management, business development and commercial skills.



### **Mark Wells**

**General Manager  
Finance**  
BCom, ACMA

Mark has over 15 years' experience as a financial analyst, project accountant and most recently CFO of a property development company. Mark has held these positions within the property and investment sectors in New Zealand and the UK, at both privately owned companies and large financial institutions.



### **Teresa Seux**

**General Manager  
Human Resources**  
BA, PGDipBus, MHRINZ

Teresa has over 20 years' senior human resource management experience in a range of industries including hospitality, law, accounting and engineering. She has experience in the establishment of new human resources functions at both the operational and strategic level.



### **Tristan Saunders**

**General Manager  
Sales and Marketing**  
BCom, PGDipBus Hons

Tristan has 25 years' experience in senior marketing, sales and business management roles across a wide range of industries including export, tourism, seafood and, for the last 10 years, retirement and aged care. Prior to commencing with Arvida, Tristan led the rapid growth in sales and brand profile for Summerset Group.



### **Virginia Bishop**

**General Manager  
Operations**  
B.CapSci Otago,  
Dip Teach Sec

Virginia has proven experience in general operations management particularly across multi-site enterprises leading the integration of new acquisitions - creating standardisation, consistency, alignment and good governance. She has held previous leadership and managerial roles across a diverse range of industries including Airlines, Veterinary and Contract Support Services where retaining brand and customer service differentiation in highly competitive environments is paramount while building leadership capability and developing performance based cultures.

# FINANCIAL STATEMENTS

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ARVIDA GROUP LIMITED

For the year ended

31 March 2016

## Directors' Statement

The Directors have pleasure in presenting the Financial Statements of Arvida Group Limited for the year ended 31 March 2016.

The Financial Markets Conduct Act 2013 requires the Directors to prepare financial statements for each financial year which present fairly the financial position of the Group and financial performance and cash flows for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.

The Directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Company, and to enable them to ensure that the financial statements comply with generally accepted accounting practice in New Zealand, as defined in the Financial Reporting Act 2013. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Financial Statements presented are signed for and on behalf of the Board and were authorised for issue on 7 June 2016.



Peter Wilson  
Chairman  
7 June 2016



Anthony Beverley  
Director  
7 June 2016

## Consolidated Statement of Comprehensive Income

For the year ended 31 March 2016

\$000	Note	Group Year to 31 March 2016	Group Year to 31 March 2015
<b>Income</b>			
Care fees and village services	2	72,445	17,458
Deferred management fees	2	7,793	1,992
Other income		2,271	621
<b>Total revenue</b>		<b>82,509</b>	<b>20,071</b>
Gain on acquisition of subsidiaries		0	1,634
Change in fair value of investment property		19,093	1,410
Change in fair value of property, plant and equipment		(3,089)	0
<b>Total income</b>		<b>98,513</b>	<b>23,115</b>
<b>Expenses</b>			
Employee costs	3	43,719	9,934
Property costs	3	5,774	1,490
Depreciation	7	2,879	781
Finance costs	4	928	306
Transaction costs		776	2,803
Insurance remediation		645	0
Other expenses	3	15,620	3,981
<b>Total expenses</b>		<b>70,341</b>	<b>19,295</b>
<b>Profit before tax</b>		<b>28,172</b>	<b>3,820</b>
Income tax expense	5	4,148	740
<b>Profit after tax</b>		<b>24,024</b>	<b>3,080</b>
<b>Other comprehensive income</b>			
<i>Items that will not be reclassified subsequently to profit or loss:</i>			
Net gain on revaluation of property, plant and equipment		1,818	370
<b>Total comprehensive income</b>		<b>25,842</b>	<b>3,450</b>
<b>Earnings per share:</b>			
Basic and diluted (cents per share)	14	9.22	4.72

The financial statements should be read in conjunction with the accompanying notes.

## Consolidated Statement of Changes in Equity

For the year ended 31 March 2016

\$000	Retained Earnings	Asset Revaluation Reserve	Share Based Payment Reserve	Share Capital	Total
<b>Opening Balance at 1 April 2014</b>	<b>(133)</b>	<b>0</b>	<b>0</b>	<b>150</b>	<b>17</b>
Profit for the period	3,080	0	0	0	3,080
Other comprehensive income	0	370	0	0	370
<b>Total comprehensive income</b>	<b>3,080</b>	<b>370</b>	<b>0</b>	<b>0</b>	<b>3,450</b>
Share capital issued	0	0	0	211,406	211,406
IPO costs	0	0	0	(5,158)	(5,158)
<b>Balance at 31 March 2015</b>	<b>2,947</b>	<b>370</b>	<b>0</b>	<b>206,398</b>	<b>209,715</b>
<b>Opening balance at 1 April 2015</b>	<b>2,947</b>	<b>370</b>	<b>0</b>	<b>206,398</b>	<b>209,715</b>
Profit for the period	24,024	0	0	0	24,024
Other comprehensive income	0	1,818	0	0	1,818
<b>Total comprehensive income</b>	<b>24,024</b>	<b>1,818</b>	<b>0</b>	<b>0</b>	<b>25,842</b>
Dividends paid	(11,135)	0	0	0	(11,135)
Share based payments	0	0	95	0	95
Share capital issued	0	0	0	41,000	41,000
Transaction costs	0	0	0	(756)	(756)
<b>Balance at 31 March 2016</b>	<b>15,836</b>	<b>2,188</b>	<b>95</b>	<b>246,642</b>	<b>264,761</b>

The financial statements should be read in conjunction with the accompanying notes.

## Consolidated Balance Sheet

As at 31 March 2016

\$000	Note	Group as at 31 March 2016	Group as at 31 March 2015
<b>Assets</b>			
Cash and cash equivalents		1,795	1,836
Trade receivables and other assets		6,934	3,111
Insurance receivable		0	18,457
Property, plant and equipment	7	109,996	77,657
Investment properties	6	295,839	212,238
Resident advances		685	400
Goodwill	8	39,029	32,962
Accrued income		6,423	6,301
<b>Total assets</b>		<b>460,701</b>	<b>352,962</b>
<b>Liabilities</b>			
Bank overdraft		0	13
Trade and other payables	12	6,783	5,455
Tax payable		1,518	332
Employee entitlements	12	4,980	3,260
Revenue in advance	12	10,630	8,285
Interest bearing loans and borrowings	10	13,250	7,300
Residents' loans	9	142,158	106,840
Deferred tax liabilities	5	16,621	11,401
Other liabilities		0	361
<b>Total liabilities</b>		<b>195,940</b>	<b>143,247</b>
<b>Net assets</b>		<b>264,761</b>	<b>209,715</b>
<b>Equity</b>			
Share capital		246,642	206,398
Reserves		2,283	370
Retained earnings		15,836	2,947
<b>Total equity</b>		<b>264,761</b>	<b>209,715</b>

The financial statements should be read in conjunction with the accompanying notes.

## Consolidated Statement of Cash Flows

For the year ended 31 March 2016

\$000	Note	Group Year to 31 March 2016	Group Year to 31 March 2015
<b>Cash flows from operating activities</b>			
Receipts from residents for care fees and village services		70,847	18,102
Receipts of residents' loans		41,267	7,786
Interest received		46	20
Payments to suppliers and employees		(63,682)	(14,208)
Repayments of residents' loans		(20,347)	(4,693)
(Advances) to and repayments from residents		(195)	(166)
Interest paid		(952)	(306)
Income tax paid		(2,827)	(842)
Other operating cash flows		0	233
<b>Net cash inflow from operating activities</b>	<b>11</b>	<b>24,157</b>	<b>5,926</b>
<b>Cash flows from investing activities</b>			
Cash and (bank overdraft) acquired from subsidiaries		46	(3,974)
Purchase of property, plant and equipment		(3,242)	(739)
Payments for investments in subsidiaries	17	(29,227)	0
Purchase of investment properties		(11,379)	(653)
Net insurance claim proceeds		17,812	0
Capitalised interest paid		(40)	0
Other investing cash flows		0	(60)
<b>Net cash inflow/(outflow) from investing activities</b>		<b>(26,030)</b>	<b>(5,426)</b>
<b>Cash flows from financing activities</b>			
Proceeds from borrowings		46,875	7,000
Repayment of borrowings		(67,383)	(78,190)
Net proceeds of share issue		35,000	76,807
Transaction costs		(1,512)	(7,912)
Dividends paid		(11,135)	0
Other financing cash flows		0	2,730
<b>Net cash inflow from financing activities</b>		<b>1,845</b>	<b>435</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>(28)</b>	<b>935</b>
Cash and cash equivalents at the beginning of period		1,823	888
<b>Cash and cash equivalents at the end of the financial period</b>		<b>1,795</b>	<b>1,823</b>
<b>Represented by:</b>			
Cash and cash equivalents		1,795	1,836
Bank overdrafts		0	(13)
<b>Cash and cash equivalents at the end of the financial period</b>		<b>1,795</b>	<b>1,823</b>

The financial statements should be read in conjunction with the accompanying notes.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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ARVIDA GROUP LIMITED

For the year ended

31 March 2016



## 1. General Information

Arvida Group Limited (the “Group” or the “Company”) is a for-profit, limited liability company incorporated and domiciled in New Zealand. Arvida Group Limited is registered under the Companies Act 1993. The Company is an FMC Reporting Entity in terms of Part 7 of the Financial Markets Conduct Act 2013 (“the Act”) and is listed on the NZX Main Board (the “NZX”). The Company’s registered office is 39 Market Place, Viaduct Basin, Auckland.

Arvida Group Limited’s subsidiary, Arvida Limited, on 17 December 2014 acquired the shares of a number of entities and then completed an initial public offering and listing on the NZX on 18 December 2014.

The Group is in the business of owning, operating and developing retirement villages and rest homes for the elderly in New Zealand.

These financial statements have been approved for issue by the Board of Directors on 7 June 2016. The financial statements presented here are for:

- 31 March 2016: Arvida Group Limited and subsidiaries; and
- 31 March 2015: Arvida Group Limited and subsidiaries, with village operations commencing on the date of the IPO.

Accordingly, the periods are not directly comparable.

The directors believe it remains appropriate that the financial statements have been prepared under the going concern convention.

## Basis of Preparation

These financial statements have been prepared:

- in accordance with New Zealand Generally Accepted Accounting Practice (“NZ GAAP”) and comply with International Financial Reporting Standards (“IFRS”) and the New Zealand equivalents (“NZ IFRS”) as appropriate for a for-profit entity;
- in accordance with the requirements of the Financial Markets Conduct Act 2013;
- under the historical cost convention, as modified by the revaluation of investment properties and land and buildings (included in property, plant and equipment);
- on the liquidity basis where the assets and liabilities are presented on the balance sheet in the order of their liquidity;
- in New Zealand dollar terms, rounded to the nearest thousand dollars; and
- with all amounts shown exclusive of goods and services tax (“GST”), other than trade debtors and trade creditors, except where the amount of GST incurred is not recoverable from the taxation authority. When this occurs the GST is recognised as part of the cost of the asset or as an expense, as applicable.

## Critical Accounting Estimates and Judgements

The preparation of the financial statements, in line with NZ IFRS, requires the use of certain critical accounting estimates and judgements. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The directors, in determining the appropriate treatment, have carefully evaluated all of the available information and consider the adopted policies to be appropriate. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are found in the following notes:

**Note 2** Revenue recognition

**Note 5** Income taxes

**Note 6** Fair value of investment property

**Note 7** Fair value of care facility

**Note 8** Impairment of goodwill

## Basis of Consolidation

The Group's financial statements are prepared by consolidating the financial statements of all entities that comprise the Group, being Arvida Group Limited and its subsidiaries. Consistent accounting policies are employed in the preparation and presentation of the Group's financial statements. All intercompany transactions and balances, and unrealised profits arising within the Group are eliminated in full.

## Segment Reporting

An operating segment is a component of an entity that engages in business activities which earn revenue and incur expenses and where the chief operating decision maker reviews the operating results on a regular basis and makes decisions on resource allocation.

The Group operates in one operating segment being the provision of aged-care in New Zealand. The chief operating decision maker, the Board of Directors, reviews the operating results on a regular basis and makes decisions on resource allocation based on the review of Group results and cash flows as a whole. The nature of the products and services provided and the type and class of customers have similar characteristics within the operating segment. All revenue earned and assets held are in New Zealand.

## Other Accounting Policies

Other accounting policies that are relevant to an understanding of the financial statements are provided within the notes to the financial statements.

## New Standards and Interpretations not yet Adopted

At the balance date certain new standards, amendments and interpretations to existing standards have been issued which were not yet effective at that date.

Those relevant to Arvida Group are included in the table below. The financial statement impact of the adoption of these standards has not yet been analysed.

	<b>Effective for the financial year ending</b>
NZ IFRS 15 'Revenue from contracts with customers'	31 March 2019
NZ IFRS 9 'Financial Instruments'	31 March 2019
NZ IFRS 16 'Leases'	31 March 2020

## Comparative Balances

Certain amounts in the financial statements and the accompanying notes have been reclassified to conform to current year's accounting presentation.

## 2. Income

\$000	2016	2015
<b>Income</b>		
Care fees and village services	72,445	17,458
Deferred management fees	7,793	1,992
Other income	2,271	621
<b>Total revenue</b>	<b>82,509</b>	<b>20,071</b>

### Care fees and village services

Care fees and village services fees are recognised over the period in which the service is rendered.

### Deferred management fees

Deferred management fees entitle residents to accommodation and the use of the community facilities within the village. They are recognised over the period of service, being the greater of the expected period of tenure or the contractual right to the revenue.

### Information about major customers

The Group derives care fee revenue in respect of eligible Government subsidised aged care residents who receive rest home, dementia or hospital level care. Government aged care subsidies received from the Ministry of Health included in care fees and village services amounted to \$41.3 million (2015: \$10.5 million).

### Key judgements and estimates

Deferred management fees are recognised as revenue on a straight-line basis. This requires management to estimate the period of occupancy for units and serviced apartments.

The expected periods of tenure, being based on historical results, experience and industry averages, are estimated at 3.5 to 4.9 years (2015: 3.6 to 4.9 years) for studios and serviced apartments, and are estimated at 6.3 to 8.5 years (2015: 6.1 to 8.3 years) for independent apartments and villas.

### 3. Expenses

\$000	2016	2015
<b>Profit before income tax includes the following specific expenses:</b>		
Employment expenses	43,719	9,934
Property expenses	5,774	1,490
Other expenses	15,620	3,981
<b>Total operating expenses</b>	<b>65,113</b>	<b>15,405</b>
<b>Other expenses</b>		
Directors' fees	382	70
Rental and operating lease expenses	387	112

#### **Operating Expenses**

Employment expenses relate to wages and salaries of employees which includes holiday pay and employee incentives. These expenses are recognised as the benefit accrues to the employee.

Property expenses and other expenses relate to costs associated with running a retirement village such as repairs and maintenance, purchases of consumables and power costs. These expenses are recognised as they are incurred.

#### **Operating Leases**

Operating Lease payments are expensed on a straight line basis over the expected tenure of the lease.

The Group leases support office premises and various property, plant and equipment under non- cancellable operating lease agreements. This includes the Care Facility at Glenbrae Village. The leases reflect normal commercial arrangements with varying terms, escalation clauses and renewal rights.

### 4. Finance Costs

\$000	2016	2015
Interest expense	658	178
Facility costs	310	128
Less: interest expense and facility costs capitalised	(40)	0
<b>Total finance costs</b>	<b>928</b>	<b>306</b>

#### **Finance Costs**

Interest expense and facility costs comprises interest and fees payable on borrowings and is calculated using the effective interest rate method.

Borrowing costs incurred for the construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use.

## 5. Income Tax Expense

\$000	2016	2015
<b>Income tax expense</b>		
Current tax	4,263	1,168
Deferred tax	(115)	(428)
<b>Income tax expense</b>	<b>4,148</b>	<b>740</b>

\$000	2016	2015
<b>Reconciliation to profit before tax</b>		
Profit before tax	28,172	3,820
<b>Tax at 28%</b>	<b>7,888</b>	<b>1,070</b>

*Tax effect of amounts which are not deductible (taxable) in calculating taxable income:*

Change in fair values	(4,481)	(395)
Non-taxable gain on acquisitions (net of costs)	0	(458)
Non-taxable income and non-deductible expenditure	491	27
Non Deductible IPO Expenses	0	421
Other	250	75
<b>Income tax expense</b>	<b>4,148</b>	<b>740</b>

### Income Tax Expense

Income tax comprises current and deferred tax and is recognised in the statement of comprehensive income except to the extent that it relates to items recognised directly in other comprehensive income, in which case it is recognised in other comprehensive income.

### Current Tax

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted by the reporting date, and any adjustment to tax payable in respect of previous years. Current tax for current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable). The applicable tax rate is 28% (2015: 28%).

### Deferred Tax

Deferred tax arises as a result of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences for the initial recognition of assets or liabilities that affect neither accounting nor taxable profit, unless they arise on a business combination, are not provided for.

### Imputation credits

The imputation credit balance for the Group and Parent 31 March 2016 is \$1,884,822 (2015 \$1,250,203).

\$000	2016	2015
<b>Brought forward</b>	11,401	0
<i>Temporary differences in income statement</i>		
Investment property	(129)	(609)
Deferred management fees	56	(406)
Recognised tax losses	19	(19)
Other items	(61)	(303)
	<b>(115)</b>	<b>(1,337)</b>
<i>Temporary differences in OCI</i>		
Property, Plant, Equipment	851	0
	<b>851</b>	<b>0</b>
<i>Acquired on acquisition</i>		
Property, Plant, Equipment	3,530	9,125
Investment property	1,485	4,503
Deferred management fees	(301)	(512)
Other items	(230)	(378)
	<b>4,484</b>	<b>12,738</b>
<b>Balance at end of year</b>		
Property, Plant, Equipment	13,506	9,125
Investment property	5,250	3,894
Deferred management fees	(1,163)	(918)
Recognised tax losses	0	(19)
Other items	(972)	(681)
<b>Deferred tax liability</b>	<b>16,621</b>	<b>11,401</b>

## Deferred Tax

Deferred tax assets and liabilities have been offset in accordance with NZ IAS 12 Income Tax. The deferred tax has been calculated on the assumption that there will be no change in tax law or circumstances.

The Group recognises tax losses in the balance sheet to the extent that tax losses offset deferred income tax liabilities arising from temporary differences and the requirements of income tax legislation can be satisfied. Significant judgement is required in determining whether shareholder continuity and other income tax legislation requirements will continue to be met in the future in order for tax losses to be recognised. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

### Key judgements and estimates

The carrying value of the Group's investment properties is determined on a discounted cash flow basis and includes cash flows that are both taxable and non-taxable in the future. In determining the taxable temporary difference, the directors have used the contractual cash flows on the basis that the contractual arrangements for an occupation right agreement comprise two gross cash flows (being an occupation right agreement deposit upon entering the unit and the refund of this deposit upon exit) that are non-taxable and need to be excluded to determine the taxable temporary differences arising on investment properties. Contractually, deferred management fees are received upon refund of the resident loan, i.e. they are offset on exit of a unit by a resident.

## 6. Investment Property

\$000	2016	2015
Balance at beginning of period	212,238	0
Purchase on acquisition	51,983	210,294
Additions	11,810	534
Reclassification from property, plant and equipment	715	0
Fair value movement - unrealised	19,093	1,410
<b>Total investment property</b>	<b>295,839</b>	<b>212,238</b>
Valuation of managers' net interest inclusive of reduction due to earthquake damage	137,500	95,314
Development land	12,450	8,100
Costs to complete	(467)	0
Liability for residents' loans	142,158	106,840
Net revenue in advance / (accrued revenue)	4,198	1,984
<b>Total investment property</b>	<b>295,839</b>	<b>212,238</b>

### Recognition and measurement

Investment properties are held to earn rental income and for capital appreciation. They comprise land and buildings and associated equipment and furnishings related to independent living units, serviced apartments and common facilities in the retirement village. Investment properties include buildings under development and land acquired with the intention of constructing a retirement village or care facility on it.

Investment property is initially recognised at cost and subsequently measured at fair value with any change in fair value recognised in the Statement of Comprehensive Income.

## Key judgements and estimates

The fair value of investment property is determined on an annual basis. The fair value of completed investment properties and development land has been determined by Michael Gunn, an independent registered valuer, of the firm CBRE Limited. A valuation method was used based on a discounted cash flow (“DCF”) model using expected cash flows for a 20-year period.

The valuation of investment property includes within its forecast cash flows, the Group’s expected costs relating to any known or anticipated remediation works. The fair value as determined by the independent valuer is adjusted for assets and liabilities already recognised in the balance sheet which are also reflected in the DCF. As the fair value of investment property is determined using inputs that are unobservable, the Group has categorised investment property as level 3 under the fair value hierarchy in accordance with NZ IFRS 13 ‘Fair Value Measurement’.

Significant assumptions used by the valuer include:

<i>Assumption</i>	<i>Estimate used</i>
<b>Occupancy periods of units</b>	Stabilised departing occupancy of 6.3 to 8.5 years (2015: 6.1 to 8.3 years) for independent apartments and villas and 3.5 to 4.9 years for studios and serviced apartments (2015: 3.6 to 4.9 years)
<b>House price inflation</b>	Between 0.0% and 3.5% (2015: 0.0% and 3.5%)
<b>Discount Rate</b>	Between 12.5% and 16.0% (2015: 12.5% and 16.0%)

The occupancy period is driven from a Monte Carlo simulation. The simulations are dependent upon the demographic profile of the village (age and gender of residents) and a death and non-death probability as the reason for departing a unit. The resulting stabilised departing occupancy period is an estimate of the long run occupancy term for residents. Additional variables which will influence the stabilised occupancy period outputs (and recycle profile) by village will include resident densities where a high proportion of couples will logically extend/prolong the recycle profile, occupancy periods for existing residents, current absolute age levels and whether it is a care or lifestyle orientated village. An increase (decrease) in the stabilised departing occupancy period will have a negative (positive) impact on the valuation. A significant decrease (increase) in the discount rate or increase (decrease) in the inflation rate would result in a significantly higher (lower) fair value measurement.

## 7. Property, Plant and Equipment

\$000	Freehold Land at valuation	Freehold Building at valuation	Other	Total
<b>Year ended 31 March 2015</b>				
Opening net book value	0	0	0	0
Assets acquired on acquisition	15,191	56,829	5,403	77,423
Additions	0	0	645	645
Depreciation	0	(370)	(411)	(781)
Revaluation of care facilities	0	370	0	370
Disposals	0	0	0	0
<b>Closing net book value</b>	<b>15,191</b>	<b>56,829</b>	<b>5,637</b>	<b>77,657</b>
Cost or valuation	15,191	57,199	6,048	78,438
Accumulated depreciation	0	(370)	(411)	(781)
<b>Net book value at 31 March 2015</b>	<b>15,191</b>	<b>56,829</b>	<b>5,637</b>	<b>77,657</b>
<b>Year ended 31 March 2016</b>				
Opening net book value	15,191	56,829	5,637	77,657
Assets acquired on acquisition	18,250	12,350	1,661	32,261
Additions	0	1,427	2,670	4,097
Depreciation	0	(1,281)	(1,598)	(2,879)
Revaluations (net)	0	(361)	0	(361)
Reclassification to investment property	(805)	0	90	(715)
Disposals	0	0	(64)	(64)
<b>Closing net book value</b>	<b>32,636</b>	<b>68,964</b>	<b>8,396</b>	<b>109,996</b>
Cost or valuation	35,575	66,025	10,463	112,063
Accumulated depreciation	0	0	(2,067)	(2,067)
<b>Net book value at 31 March 2016</b>	<b>35,575</b>	<b>66,025</b>	<b>8,396</b>	<b>109,966</b>

### Recognition and measurement

Land and buildings (which are not classified as investment property) are initially recognised at cost. Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes material and direct labour, and any other costs directly attributable to bringing the asset to its working condition for its intended use. Subsequent to initial recognition, land

and buildings for care facilities are carried at a revalued amount which is the fair value at the date of revaluation less any subsequent accumulated depreciation on buildings and accumulated impairment losses. Any revaluation surplus is recognised as other comprehensive income unless it reverses a revaluation decrease of the same asset previously recognised in profit or loss. Any

revaluation deficit (impairment) is recognised in the profit or loss unless it directly offsets a previous surplus in the same asset in the asset revaluation reserve.

Plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Depreciation is charged to the income statement over the estimated useful lives of each asset class as follows:

- Land - not depreciated

- Buildings - 2% straight line
- Plant, Furniture, Equipment and Motor Vehicles - a combination of straight line and diminishing value at rates of 3% to 80%

At 31 March 2016, had the land and buildings been carried at historical cost less accumulated depreciation and accumulated impairment losses, their carrying amount would have been approximately \$32.6 million and \$67.7 million respectively (2015: \$14.4 million and \$56.4 million).

### Key judgements and estimates

Fair value of land and buildings is determined by reference to market-based evidence. Independent revaluations are performed with sufficient regularity to ensure the carrying amount does not differ materially from the asset's fair value at the balance sheet date. The fair value of care facility land and buildings for the year ended 31 March 2016 was determined by Michael Gunn, an independent registered valuer of the firm CBRE Limited. The method used is a capitalisation of earnings approach.

As the fair value of freehold land and buildings is determined using inputs that are unobservable, the Group has categorised property, plant and equipment as Level 3 under the fair value hierarchy in accordance with NZ IFRS 13 'Fair Value Measurement'. The carrying amount also reflects the Group's expected costs relating to any known or anticipated remediation works.

The significant unobservable inputs used in the fair value measurement of the Group's portfolio of land and buildings are:

<i>Assumption</i>	<i>Estimate Used</i>
<b>Capitalisation rates applied to individual unit earnings</b>	Rates used range from 11.5% to 14.5% (2015: not applicable)
<b>Earnings</b>	Market value for an equivalent care bed ranging from \$61,000 to \$142,000 (2015: \$61,000 to \$127,000)
A significant decrease (increase) in the capitalisation rate would result in a significantly higher (lower) fair value measurement	

## 8. Goodwill

### Recognition and measurement

Goodwill of \$39.0m (2015: \$33.0m) has increased as a result of the business combinations outlined in note 17.

Goodwill is tested for impairment annually at 31 March and when circumstances indicate that the carrying value may be impaired.

Goodwill acquired through business combinations with indefinite lives have been allocated, for impairment testing, to fourteen of the cash generating units (“CGU’s”). Impairment exists when the carrying value of

an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and value in use. Impairment losses relating to goodwill cannot be reversed in future periods.

In all fourteen CGU’s the recoverable amount was in excess of the carrying value. As such directors did not identify any impairment for these CGU’s. In four of the CGU’s, reasonable changes in the assumptions could cause an impairment.

#### Key judgements and estimates

The value in use calculation is based on a DCF model which uses the following assumptions:

#### Assumption and Description

**Operating earnings:** Operating earnings is a function of revenue received from government agencies and private paying residents for care and village service fees and the net cash flows from the receipt and repayment of resident loans. The key driver of these revenue items are occupancy levels, subsidy levels and property growth rates. It is assumed that the government will continue to support the aged care sector and that subsidies will increase over time. If the government decides to reduce its funding, it may lead to residents and their families being required to make up the difference. Expenses are forecast to increase in line with inflation projections.

**Discount rates:** Discount rates represent the current market assessment of the risks specific to each CGU, taking into account the time value of money and individual risks of the underlying assets that have to been incorporated into the cash flow estimates.

**Growth rates:** Growth rates are used to extrapolate cash flows beyond the forecast period.

#### Estimate Used

Cash flow projections from the Group’s five year financial forecasts approved by the Board which do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the assets performance of the CGU being tested.

Pre-tax discount rates for each CGU, ranging from 12.5% to 16.0% (2015: 12.5% to 16.0%). The discount rates have been taken from the most recent CBRE valuation of each CGU.

Growth rates of 2.0% to 4.0% (2015: 2.0%) have been used after the initial financial forecast period.

## 9. Residents' Loans

\$000	2016	2015
Opening balance	106,840	0
Amounts repaid on termination of ORAs	(21,465)	(4,693)
Amounts received on issue of new ORAs	43,534	7,786
Amounts acquired on investment property	22,191	105,795
Movement in DMF receivable and residents' portion of capital gains	(8,942)	(2,048)
<b>Total residents' loans</b>	<b>142,158</b>	<b>106,840</b>

Residents' loans are amounts payable to Arvida by a resident on being issued the right to occupy one of the Group's units or serviced apartments under an occupation right agreement ("ORA") which confers a right of occupancy to a villa, apartment or serviced apartment until such time as the right is effectively terminated.

These loans are non-interest-bearing and are repayable to the exiting resident, net of any amount owing to the Group, when a new ORA for the unit or serviced apartment is issued to an incoming resident.

Deferred management fees ("DMF") are payable by residents in consideration for the supply of accommodation and the right to share in the use of community facilities. Deferred management fees are paid in arrears with the amount payable by the resident calculated as a percentage of the resident loan amount as per the resident's ORA.

The DMF receivable is calculated and recorded based on the current tenure of the resident and the contractual right to the DMF earned at balance date. Under certain ORAs, residents are entitled to receive some or all of the capital gain which has occurred from the increase in value of the apartment or villa. The present value of the operator's portion of estimated capital gain has been calculated by CBRE Limited in the valuation of the investment property.

### Recognition and measurement

Resident loans are initially recognised at fair value and subsequently measured at amortised cost.

As the Group holds a contractual right to offset the DMF receivable on termination of an agreement against the resident's loan to be repaid, residents' loans are recognised net of the DMF receivable on the balance sheet. The fair value of the residents' loans is equal to the face value, being the amount that can be demanded for repayment.

At year end, the deferred management fee receivable and accrued income on unit titled properties (including termination fees, if any) that has yet to be recognised is held on the balance sheet as a liability (revenue in advance) or as an asset (accrued income).

## 10. Interest Bearing Loans and Borrowings

\$000	2016	2015
<i>Secured bank loans</i>		
Repayable within 12 months	0	0
Repayable after 12 months	13,250	7,300
<b>Total interest-bearing loans</b>	<b>13,250</b>	<b>7,300</b>

### Group 2016

Funding Facilities	Facility Limit	Drawn Facility Amount	Maturity of Facility
Revolving Core Facility	\$20.0m	\$13.3m	29 December 2017
Revolving Acquisition Facility	\$20.0m	\$0.0m	29 December 2017
<b>Total Facilities</b>	<b>\$40.0m</b>	<b>\$13.3m</b>	

### Group 2015

Funding Facilities	Facility Limit	Drawn Facility Amount	Maturity of Facility
Revolving Core Facility	\$20.0m	\$7.3m	29 December 2017
Revolving Acquisition Facility	\$20.0m	\$0.0m	29 December 2017
<b>Total Facilities</b>	<b>\$40.0m</b>	<b>\$7.3m</b>	

### Recognition and measurement

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

### Secured bank loans

The bank loan comprises the Revolving Core Facility and the Revolving Acquisition Facility.

The bank loans are secured by various mortgages over certain of the Group's assets, subject to a first priority to the Statutory Supervisor over the retirement village assets. A registered first ranking composite general security agreement containing a cross guarantee and indemnity granted by Arvida

Group Limited and acceded to by each of its subsidiaries, subject to guarantees from retirement village companies limited to 50% of their net tangible assets.

### Interest

Interest on the bank loan is charged using the BKBM Bill Rate plus a margin. Interest rates applicable in the year to 31 March 2016 ranged from 3.1% to 4.5% pa (2015: 3.5% to 4.5% pa). A separate line fee is charged over the facility limit.

### Financial covenants

The financial covenants that the Group must comply with include Interest Cover Ratio and Loan to Valuation Ratio. During the year ended 31 March 2016, the Group was in compliance with its financial covenants (2015: the Group was in compliance with its financial covenants).

## 11. Reconciliation of Profit after Tax with Cash Inflow from Operating Activities

\$000	2016	2015
<b>Profit after tax</b>	<b>24,024</b>	<b>3,080</b>
<i>Adjustments for:</i>		
Changes in fair value	(16,004)	(1,410)
Gain on acquisition of subsidiaries	0	(1,634)
Depreciation	2,879	781
Movement in deferred tax	(115)	(428)
Earthquake costs included in investing activities	645	0
Transaction costs included in financing activities	756	2,803
<b>Changes in working capital relating to operating activities:</b>		
Trade receivables and other assets	(3,364)	322
Trade and other payables	2,209	1,433
Refundable occupation right agreements	13,127	1,045
Other	0	(66)
<b>Net cash inflow from operating activities</b>	<b>24,157</b>	<b>5,926</b>

Cash comprises cash at bank, bank overdraft, cash on hand and call deposit facilities.

The following are definitions of the terms used in the cash flow statements:

- operating activities include all transactions and other events that are not investing or financing activities;
- investing activities are those activities relating to the acquisition, holding and

disposal of property, plant and equipment, investment properties and other investments. Investments can include securities not falling within the definition of cash; and

- financing activities are those activities which result in changes in the size and composition of the capital and funding structure of the Group.

## 12. Trade and Other Payables

\$000	2016	2015
Trade creditors	3,035	2,762
Sundry creditors and accruals	3,748	2,693
Revenue in advance	10,630	8,285
Employee entitlements	4,980	3,260
<b>Total trade and other payables</b>	<b>22,393</b>	<b>17,000</b>

### Revenue in advance

Revenue in advance comprises those amounts by which the amortisation of deferred management fees over the contractual period of the ORA exceeds the amortisation of the deferred management fee based on estimated tenure.

### Employee entitlements

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A provision is made for benefits accruing to employees in respect of wages, salaries, annual leave, bonuses and profit-sharing plans when it is probable that settlement will be required and the amount can be estimated reliably.

## 13. Share Capital

Shares 000's	2016	2015
Opening balance	224,851	300
Shares issued	48,394	224,551
<b>Closing balance</b>	<b>273,245</b>	<b>224,851</b>

### Recognition and measurement

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity.

Certain costs have been incurred in relation to the listing of the Group. These costs are directly attributable to the Group issuing equity securities and include amounts paid to legal, accounting and other professional advisers. Costs relating to the issuing of new equity have been accounted for as a deduction from equity.

The Company incurred transaction costs of \$1.5 million issuing shares during the year (2015: \$7.9 million), with \$0.8 million related to the issue of new shares and deducted from equity (2015: \$5.2 million).

All ordinary shares are authorised and rank equally with one vote attached to each fully paid ordinary share. The shares have no par value.

On 17 December 2014 Arvida Group Limited issued:

- 139,521,507 ordinary shares at \$0.95 to settle the acquisition of the Portfolio Entities;
- 84,210,527 ordinary shares at \$0.95 each by way of Initial Public Offering;
- 2,288,597 ordinary shares at \$0.95 to the promoters, directors and management involved with the transaction. The costs of these shares have been off-set against equity as they are directly attributable to the issue of new shares.

On 16 March 2015 Arvida Group Limited cancelled 1,469,998 ordinary shares.

On 30 June 2015 Arvida Group Limited issued 35,714,286 ordinary shares at \$0.84 to institutional investors under a placement to build cash reserves to part-fund the acquisition of Aria Gardens Limited and Epsom Brown Holdings Limited.

On 3 July 2015 Arvida Group Limited issued 6,727,968 ordinary shares at \$0.89 to the vendors of Aria Gardens Limited and Epsom Brown Holdings Limited in part-satisfaction of the purchase price.

On 28 July 2015 Arvida Group Limited issued 5,952,513 ordinary shares at \$0.84 to existing investors under the share purchase plan to replenish cash reserves after the acquisition of Aria Gardens Limited and Epsom Brown Holdings Limited.

## 14. Earnings Per Share

\$000	2016	2015
Profit attributable to equity holders	24,024	3,080
<i>Basic and Diluted</i>		
Weighted average number of ordinary shares on issue (thousands)	260,702	65,259
<b>Earnings per share(cents)</b>	<b>9.22</b>	<b>4.72</b>

### Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders by the weighted average number of ordinary shares on issue during the year.

### Diluted

Diluted earnings per share is calculated by dividing the profit attributable to equity holders by the weighted average number of ordinary shares on issue during the year adjusted to assume conversion of dilutive potential of ordinary shares.

## 15. Financial Risk Management

### Financial Instruments

A financial instrument is recognised if the Group becomes a party to the contractual provisions of the instrument. Financial assets are derecognised if the Group's contractual rights to the cash flows from the financial assets expire or if the Group transfers the financial asset to another party without retaining control of substantially all the risks and rewards of the asset. Financial liabilities are derecognised if the Group's obligations specified in the contract expire or are discharged or cancelled.

\$000	2016	2015
<b>Financial Assets</b>		
Cash and cash equivalents	1,795	1,836
Trade receivables and other assets	6,934	3,111
Amounts due from related parties	0	0
<b>Total</b>	<b>8,729</b>	<b>4,947</b>
<b>Financial Liabilities</b>		
Bank overdraft	0	13
Trade and other payables	6,783	5,455
Amounts payable to related parties	0	0
Bank loans and finance leases	13,250	7,300
Residents' loans	142,158	106,840
<b>Total</b>	<b>162,191</b>	<b>119,608</b>

The Group's principal financial instruments comprise loans and borrowings, residents' loans, unamortised deferred management fee liability and cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations.

The Group also holds other financial assets and liabilities such as trade receivables and trade payables, which arise directly from operations.

All financial instruments currently held by the Group are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost.

Prepayments and employee entitlements are excluded from trade receivables and other assets and trade and other payables respectively.

The carrying value of financial assets and financial liabilities are assumed to approximate their fair values.

### Financial risk management objectives and policies

The Group's activities expose it to a variety of financial risks: market risk (including interest rate risk), credit risk, liquidity risk and capital risk. The exposure to interest rate risk is not considered to be material to the Group. The Group's management programme considers financial markets volatility and seeks to minimise potential adverse effects on the financial performance of the Group.

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 ageing analysis for credit risk.

Risk management is carried out centrally by the support office under policies approved by the Board of Directors. The Board and Group has approved policies covering overall risk management, as well as policies covering treasury and financial markets risks.

### Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its financial obligations as they fall due.

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. Cash flow forecasting is regularly performed by Group finance. Group finance 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. Surplus cash held by the operating entities is used to repay debt.

The following table analyses the Group's financial liabilities into relevant maturity groupings. The amounts disclosed in the tables below are the contractual undiscounted cash flows inclusive of interest payments.

<b>\$000</b>	<b>Less than 3 Months</b>	<b>Less than 1 Year</b>	<b>Between 1 and 5 Years</b>
<b>2016</b>			
Bank overdraft	0	0	0
Trade and other payables	6,783	0	0
Bank loans and finance leases	0	0	13,250
Amounts due to related parties	0	0	0
Refundable occupation right agreements	6,416	19,247	116,495
<b>2015</b>			
Bank overdraft	13	0	0
Trade and other payables	5,455	0	0
Bank loans and finance leases	0	0	7,300
Amounts due to related parties	0	0	0
Refundable occupation right agreements	4,560	13,677	88,603

The bank loans are drawn down from the committed bank facilities for fixed periods (typically 1 to 3 months). At the conclusion of the draw down period the loans are rolled over for a further fixed period. The maturities of the committed bank facilities are shown in note 10.

The refundable occupation right agreement is repayable to the resident on vacation of the unit or serviced apartment or on termination of the occupation right agreement (subject

to a new occupation right agreement for the unit or serviced apartment being issued to an incoming resident).

In determining the fair value of the Group's investment properties CBRE estimates the stabilised occupancy period for residents as shown in note 2. Based upon these historical turnover calculations the expected maturity of the total refundable obligation to refund residents is expected to be as noted in the table above.

### **Credit risk**

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

The Group has no significant concentrations of credit risk. The Group policy is to require a security deposit from new residents before they are granted the right to occupy a unit. Therefore, the Group does not face significant credit risk. The values attached to each financial asset in the 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 counter parties 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.

Trade receivables are assessed for impairment on an individual basis and any impairment is recognised in the income statement when it is incurred.

Cash and cash equivalents of the Company and Group are deposited with one of the major trading banks. Non-performance of obligations by the bank is not expected due to the Standard & Poor's AA- credit rating of the counterparty considered.

The Group receivables represent distinct trading relationships with each of the residents. There are no concentrations of credit risk with residents. The only large receivables relate to the residential care subsidies which are received in aggregate via the various District Health Boards and Work and Income New Zealand. None of these entities are considered a credit risk.

### **Capital risk**

Capital risk is the risk that the Group may not be able to access sufficient capital when it is required. Capital risk arises from changes in local and global market conditions and changes to government policy.

The Group manages its capital risk (which management considers to be total capital) with regard to its gearing ratios (net debt to total capital), as a guide to capital adequacy, borrowing ratios such as interest cover and loan to value ratios, exposure to liquidity and credit risk and exposures to financial markets volatility.

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The bank loans are subject to bank covenants. The covenants require the Group to maintain agreed interest cover and loan to valuation ratios, as detailed in note 10.

## 16. Subsidiary Companies

The following entities are wholly owned subsidiaries of the ultimate parent company, Arvida Group Limited, as at 31 March 2016:

- Aria Bay Retirement Village Limited \*
- Aria Bay Senior Living Limited \*
- Aria Gardens Limited \*
- Aria Park Retirement Village Limited\*
- Aria Park Senior Living Limited \*
- Arvida Limited
- Ashwood Park Lifecare (2012) Limited
- Ashwood Park Retirement Village (2012) Limited
- Bainlea Holdings (2006) Limited
- Bainlea House (2013) Limited
- Bainswood House Rest Home Limited
- Bainswood Retirement Village Limited
- Epsom Brown Holdings Limited \*
- Glenbrae Rest Home & Hospital Limited
- Glenbrae Village Limited
- Ilam Lifecare Holdings Limited
- Ilam Lifecare Limited
- Ilam Senior Living Limited
- Mayfair Lifecare (2008) Limited
- Mayfair Retirement Village (2008) Limited
- Molly Ryan Lifecare (2007) Limited
- Molly Ryan Retirement Village (2007) Limited
- Oakwoods Lifecare (2012) Limited
- Oakwoods Retirement Village (2012) Limited
- Olive Tree Apartments Limited
- Olive Tree Dementia Care Limited
- Olive Tree Holdings Limited
- Olive Tree Village (2008) Limited

- Park Lane Lifecare Limited
- Park Lane Retirement Village Limited
- Rhodes on Cashmere Healthcare Limited
- Rhodes on Cashmere Lifecare Limited
- St Albans Retirement Home Limited
- St Albans Retirement Village Limited
- St Allisa Rest Home (2010) Limited
- The Maples Lifecare (2005) Limited
- The Maples Retirement Village (2005) Limited
- The Wood Retirement Village (2007) Limited
- The Wood Lifecare (2007) Limited
- Waikanae Country Lodge Limited
- Waikanae Country Lodge Village Limited
- Wendover Rest Home 2006 Limited
- Wendover Retirement Village 2006 Limited

*\* Acquired on 3 July 2015*

Subsidiaries are those entities controlled by the Company. Control exists when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. In assessing control, potential voting rights that are substantive are taken into account.

The financial results of subsidiaries included in the financial statements are from the date on which control commences until the date control ceases.

All subsidiary companies are incorporated in New Zealand with a balance date of 31 March.

All subsidiary companies are in the business of owning, operating and developing retirement villages and rest homes for the elderly in New Zealand.

## 17. Acquisition Accounting

### 2016 Acquisitions

The provisional fair values of the identifiable assets and liabilities of the companies acquired, namely Aria Gardens Limited and Epsom Brown Holdings Limited (collectively, "Aria Villages") as at 3 July 2015 are below. The purchase consideration (inclusive of debt repayment) was settled by way of

\$29.2 million cash and 6.7 million shares in Arvida Group Limited.

The Aria Villages comprise three high quality retirement villages and aged care facilities situated in premium locations across Auckland that provide retirement services to approximately 350 residents.

\$000	Aria Gardens	Epsom Brown Holdings	Total
<b>Assets</b>			
Cash and cash equivalents	108	60	168
Trade receivables and other assets	50	604	654
Property, plant and equipment	17,937	14,324	32,261
Investment properties	0	51,983	51,983
Resident advances	0	90	90
<b>Total assets</b>	<b>18,095</b>	<b>67,061</b>	<b>85,156</b>
<b>Liabilities</b>			
Bank overdraft	0	122	122
Trade and other payables	294	613	907
Employee entitlements	354	403	757
Revenue in advance	0	1,077	1,077
Interest bearing loans and borrowings	8,652	17,806	26,458
Residents' loans	0	22,191	22,191
Deferred tax liabilities	2,734	1,750	4,484
<b>Total liabilities</b>	<b>12,034</b>	<b>43,962</b>	<b>55,996</b>
<b>Total identifiable net assets at fair value</b>	<b>6,061</b>	<b>23,099</b>	<b>29,160</b>
Goodwill arising on acquisition	5,799	267	6,066
<b>Purchase consideration transferred</b>	<b>11,860</b>	<b>23,366</b>	<b>35,226</b>

## Recognition and measurement

The acquisition method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary or joint venture entity acquired, the difference is recognised as income.

The Group acquired \$6.1 million of goodwill through the Aria Villages business combination. Goodwill is an intangible asset with an indefinite life.

The acquisition accounting is provisional and the Group can revise it within twelve months of the acquisition date.

The Aria Villages contributed \$16.2 million of revenue and \$3.9 million of net profit after tax for the year to 31 March 2016. If the Aria Villages were acquired by the Group at 1 April 2016, they would have contributed \$21.6 million of revenue and \$5.2 million of net profit after tax.

## 2015 Acquisitions

During the period to 31 March 2016 new information was obtained about events, which existed at 31 March 2015, relating to the damage sustained and insurance proceeds received due to the Christchurch earthquakes in 2010 and 2011 and deferred tax balances. The new information was obtained due to updated cost estimates of the damage to the acquired villages and care facilities and the finalisation of the insurance claims and deferred tax balances.

On 30 September 2015 Arvida agreed with its insurer, NZI, a settlement of \$18.1 million to resolve its insurance claims relating to six of its properties that were impacted by the Christchurch earthquakes. The actual payment received was reduced by \$1.0 million for the EQC contributions already received and \$0.4 million for excesses. The proceeds were received on the same day and were utilised to reduce bank debt until any remediation costs are incurred.

The following adjustments were made to the provisional fair values as reported at 31 March 2015: Insurance Receivable increased by \$18.5 million; Investment Property decreased by \$7.7 million; Property, Plant and Equipment decreased by \$4.6 million; Accrued Income decreased by \$1.2 million; Trade Payables decreased by \$1.0 million; Deferred Tax Liability decreased by \$3.2 million; and Goodwill decreased by \$9.3 million. This means that the total Goodwill acquired on acquisition is now \$33.0 million.

The 31 March 2015 comparative information has been restated to reflect the adjustment to the provisional amounts described above.

## 18. Related Party Transactions

### Key management personnel compensation

Key management personnel compensation for the year ended 31 March 2016 and the year ended 31 March 2015 is set out below. The key management personnel are all executives with the greatest authority for the strategic direction and management of the Company. The directors are remunerated through directors' fees and expenses.

\$000	2016	2015
Salaries and other short term employee benefits	1,363	348
Termination benefits	0	0
<b>Total</b>	<b>1,363</b>	<b>348</b>

### Identity of Related Parties

*The Board of Directors* at 31 March 2016, comprising Peter Wilson, Michael Ambrose, Anthony Beverley, Susan Paterson and Paul Ridley-Smith.

*Executives of the Group*, including, but not limited to, William McDonald and Jeremy Nicoll.

*GA Village Management* that is owned by Trusts associated with Michael Ambrose and other Directors of Rodgers & Co. (accounting firm providing services to subsidiary entities of the Group) and Geoff McPhail.

*Glazebrook Capital Limited*, an entity associated with Anthony Beverley.

*Norwood Services Limited*, an entity associated with Jeremy Nicoll.

*Rodgers & Co.* were paid \$123,442 for accounting services (2015: \$226,328).

## 19. Contingent Liabilities

At balance date there are no known contingent liabilities (2015: nil).

## 20. Fees Paid to Auditors

\$000	2016	2015
<b>Fees paid to Group Auditor – Ernst &amp; Young</b>		
Audit	315	145
<i>Other assurance</i>		
IPO statutory assurance services	0	54
<i>Other non-assurance</i>		
Tax compliance and advisory	49	28
Transaction due diligence	48	0
IPO due diligence and investigating accountants' report	0	644
<b>Total fees paid to Group Auditor</b>	<b>412</b>	<b>871</b>

### Fees paid to Subsidiary Auditor – PKF Goldsmith

Audit	0	130
<b>Total fees paid to Subsidiary Auditor</b>	<b>0</b>	<b>130</b>

### Fees paid to auditors

During the year Ernst & Young was appointed auditor of the subsidiary companies. Included in the table of Fees paid to Group Auditor are only the components of fees that have been recognised in the Statement of Comprehensive Income. In the prior year the fees paid to the Group Auditor were \$1.3 million made up of: \$0.1 million for audit fees; \$0.1 million for other assurance fees; \$0.1 million for tax compliance fees; and \$1.0 million for other non-assurance fees. The fees not recognised through the Statement of Comprehensive Income have been capitalised against share capital. In 2016 none of the fees paid to the auditor were capitalised.

## 21. Subsequent Events

On 25 May 2016 the directors approved a dividend of 1.10 cents per share amounting to \$3.0 million. The dividend is partially imputed at 0.40 cents per share. A supplementary dividend of 0.18 cents per share will be paid to non-resident shareholders. The dividend record date is 9 June 2016 and payment is due to be made on 17 June 2016.

On 25 May 2016, the Group entered into a conditional agreement to acquire 100% of the shares in Lansdowne Park Village Limited and Lansdowne Developments Limited. The acquisitions are conditional upon receipt of regulatory approvals. The aggregate purchase price is \$20.6 million and this will be funded by a debt drawdown of \$14.6 million and the issuance of \$6.0 million shares to the vendors. Settlement is expected to occur on 30 June 2016.

## 22. Employee Share Plan

The Group operates an equity based share rights scheme for selected senior employees. If the unlisted performance share rights vest, ordinary shares will be issued to the employees at or around the vesting date. The issue price of the shares was determined by reference to the 20 trading day volume weighted average price of shares traded on the NZX immediately prior to the commencement date of the share rights performance period.

Performance goals are measured, for both the financial and total shareholder return hurdles, for the period from the commencement date to the vesting date.

The share rights scheme is an equity settled scheme and is measured at fair value at the date of the grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed over the vesting period, based on the Group's estimate that the share will vest. These options were valued using the Black Scholes valuation model and the option cost for the year ending 31 March 2016 of \$0.1 million has been recognised in the Group's Statement of Comprehensive Income for that period (2015: n/a).

Details of the unlisted performance share rights scheme are:

<b>Commencement date</b>	<b>1 April 2015</b>	<b>1 April 2015</b>	<b>1 April 2015</b>	<b>1 April 2015</b>
Opening net book value	0	0	0	0
Issue price	\$0.95	\$0.95	\$0.95	\$0.95
% of shares vested	0%	0%	0%	0%
Vesting date	31 March 2018	31 March 2019	31 March 2020	31 March 2021
Unlisted performance share rights	304,356	420,028	420,028	420,028
Volatility assumption	12%	12%	12%	12%

The share rights scheme commenced in April 2015, so there is no prior year comparative information.

## 23. Comparison to Prospective Financial Information (PFI)

### Consolidated Statement of Comprehensive Income

For the year ended 31 March 2016

\$000	Group for the year ended 31 March 2016	Prospectus Forecast for the year ended 31 March 2016
<b>Income</b>		
Care fees and village services	72,445	61,417
Deferred management fees	7,793	6,914
Other income	2,271	1,172
<b>Total Revenue</b>	<b>82,509</b>	<b>69,503</b>
Gain on acquisition subsidiaries	0	0
Change in fair value of investment property	19,093	1,226
Change in fair value of property, plant and equipment	(3,089)	0
<b>Total Income</b>	<b>98,513</b>	<b>70,729</b>
<b>Expenses</b>		
Operating Expenses	66,534	54,860
Deprecation	2,879	1,288
Finance costs	928	374
<b>Total expenses</b>	<b>70,341</b>	<b>56,522</b>
<b>Profit/(loss) before tax for the period</b>	<b>28,172</b>	<b>14,207</b>
Income tax expense	4,148	3,635
<b>Profit/(loss) after tax for the period</b>	<b>24,024</b>	<b>10,572</b>
<b>Other comprehensive for the period</b>		
<i>Items that will not be reclassified subsequently to profit or loss:</i>		
Net gain on revaluation of care facilities	1,818	0
<b>Total comprehensive income</b>	<b>25,842</b>	<b>10,572</b>

On a statutory basis, revenue at \$82.5 million was up \$13.0 million on the forecast of \$69.5 million. Care and village fees were 18% higher than forecast. This increase was due to the acquisition of the Aria entities that had revenue of \$13.3 million during the year. Arvida recorded \$19.1 million of unrealised valuation gains in the fair value of investment properties, up \$17.9 million on forecast. These gains were driven by improvements in the operating metrics of the villages, increasing land values and \$2.9 million from the Aria entities.

Total expenses were \$70.3 million, \$13.8 million more than forecast. This increase was largely due to the acquisition of the Aria entities that had expenses of \$11.2 million during the year. The forecast assumed that the depreciation on care facility buildings would be off-set by an equivalent gain on revaluation within the Income Statement. The accounting treatment adopted for the financial statements includes the depreciation in the Income Statement and the revaluation gain in Comprehensive Income. This resulted in an additional \$1.1 million of depreciation recognised in the Income Statement.

Statutory net profit after tax attributable to equity holders was \$24.0 million for the year ended 31 March 2016, this was \$13.5 million higher than forecast.

## Consolidated Statement of Changes in Equity

For the year ended 31 March 2016

\$000	Retained earnings	Asset revaluation reserves	Share Based Payment Reserve	Share capital	Total
<b>Balances at 31 March 2015</b>	<b>2,947</b>	<b>370</b>	<b>0</b>	<b>206,398</b>	<b>209,715</b>
Profit for the period	24,024	0	0	0	24,024
Other comprehensive income (net of tax)	0	1,818	0	0	1,818
<b>Total comprehensive income</b>	<b>24,024</b>	<b>1,818</b>	<b>0</b>	<b>0</b>	<b>25,842</b>
Dividends paid	(11,135)	0	0	0	(11,135)
Share based payments	0	0	95	0	95
Share capital issued	0	0	0	41,000	41,000
Transaction costs	0	0	0	(756)	(756)
<b>Balance at 31 March 2016</b>	<b>15,836</b>	<b>2,188</b>	<b>95</b>	<b>246,642</b>	<b>264,761</b>

## Prospectus Forecast

\$000	Retained earnings	Asset revaluation reserves	Share capital	Total
<b>Balances at 31 March 2015</b>	<b>(4,777)</b>	<b>0</b>	<b>201,384</b>	<b>196,607</b>
Profit for the period	10,573	0	0	10,573
Distributions to Shareholders	(8,938)	0	0	(8,938)
<b>Balance at 31 March 2016</b>	<b>(3,142)</b>	<b>0</b>	<b>201,384</b>	<b>198,242</b>

The difference in the Equity balance at 31 March 2016 is due to the increase in statutory net profit above forecast by \$13.5 million and the issue of \$41.0 million of new shares to part fund the Aria acquisition.

The share capital forecast was offset with the higher forecast IPO costs. A further difference in the share capital was due to the IPO shares being issued at \$0.95, rather than the forecast \$0.90.

## Consolidated Balance Sheet

As at 31 March 2016

\$000	Group as at 31 March 2016	Prospectus Forecast as at 31 March 2016
<b>Assets</b>		
Cash and cash equivalents	1,795	4,983
Trade receivables and other assets	6,934	3,720
Property, plant and equipment	109,996	89,398
Investment properties	295,839	226,245
Resident advances	685	204
Goodwill	39,029	31,258
Intangible assets – operating rights	0	9,145
Accrued Income	6,423	37
<b>Total Assets</b>	<b>460,701</b>	<b>364,990</b>
<b>Liabilities</b>		
Trade and other payables	6,783	13,414
Tax payable	1,518	0
Employee entitlements	4,980	266
Revenue in advance	10,630	8,424
Interest bearing loans and borrowings	13,250	6,343
Residents loans	142,158	123,443
Deferred tax liabilities	16,621	14,328
Other liabilities	0	530
<b>Total Liabilities</b>	<b>195,940</b>	<b>166,747</b>
<b>Net Assets</b>	<b>264,761</b>	<b>198,242</b>
<b>Equity</b>		
Share capital	246,642	201,384
Reserves	2,283	0
Retained earnings/(deficit)	15,836	(3,142)
<b>Total Equity</b>	<b>264,761</b>	<b>198,242</b>

Total assets grew to \$460.7 million, up \$95.7 million on forecast. This includes: the assets acquired relating to the Aria entities; an increase in the fair value of investment properties; and goodwill of \$6.1 million arising on the Aria transaction. In comparison to the forecast, \$9.1 million of intangible assets relating to operating rights have been transferred into a combination of investment property and accrued income.

Total liabilities grew to \$195.9 million, up \$29.2 million on forecast. This includes: the liabilities acquired relating to the Aria entities; and the drawdown to part fund the acquisition of the Aria entities being offset by the receipt of the insurance claim proceeds.

Total equity grew to \$264.8 million, up \$66.5 million on forecast. This includes: the increase in retained earnings and the additional capital issued to part fund the acquisition of the Aria entities.

The Aria entities comprised \$92.4 million of assets and \$58.6 million of liabilities.

## Consolidated Cash Flow Statement

For the year ended 31 March 2016

\$000	Group for the year ended 31 March 2016	Prospectus Forecast for the year ended 31 March 2016
<b>Cash flows from operating activities</b>		
Receipts from residents for care fees and village services	70,847	62,166
Receipts of residents' loans	41,267	36,624
Interest received	46	199
Payments to suppliers and employees	(63,682)	(54,114)
Repayments of residents' loans	(20,347)	(18,324)
(Advances) to and repayments from residents	(195)	0
Interest paid	(952)	(659)
Income tax (paid)/refunded	(2,827)	(3,266)
Other operating cash flows	0	863
<b>Net cash inflow/(outflow) from operating activities</b>	<b>24,157</b>	<b>23,489</b>
<b>Cash flows from investing activities</b>		
Cash acquired from subsidiaries	46	0
Purchase of property, plant and equipment	(3,242)	(7,186)
Payments for investments in subsidiaries	(29,227)	0
Purchase of investment properties	(11,379)	(7,598)
Net insurance claim proceeds	17,812	0
Capitalised interest paid	(40)	0
<b>Net cash inflow/(outflow) from investing activities</b>	<b>(26,030)</b>	<b>(14,784)</b>
<b>Cash flows from financing activities</b>		
Proceeds/(repayment) from/of borrowings	(20,508)	400
Net proceeds of share issue	35,000	0
Dividends paid	(11,135)	(9,086)
Transaction costs	(1,512)	0
<b>Net cash inflow/(outflow) from financing activities</b>	<b>1,845</b>	<b>(8,686)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(28)</b>	<b>19</b>
Cash and cash equivalents at the beginning of the financial period	1,823	4,964
<b>Cash and cash equivalents at the end of the financial period</b>	<b>1,795</b>	<b>4,983</b>
<i>Represented by:</i>		
Cash and cash equivalents	1,795	4,983
Bank overdraft	0	0
<b>Cash and cash equivalents at the end of the financial period</b>	<b>1,795</b>	<b>4,983</b>

There was a reclassification of resident loans in the forecast Cash Flow Statement from investing activities to operating activities to align with statutory presentation.

The acquisition of the Aria entities during the financial year resulted in the following variances to forecast: higher receipts from residents for care fees and village services; higher payments to suppliers and employees; a payment for the acquisition of the entities; receipt of proceeds from a share issue to fund the transaction; and additional transaction costs.

During the year proceeds from the settlement of the outstanding earthquake related claims were received. There was no allowance for insurance proceeds in the forecast.

**Independent Auditor's Report  
To the Shareholders of Arvida Group Limited  
Report on the Financial Statements**

We have audited the financial statements of Arvida Group Limited and its subsidiaries (together "the Group") on pages 30 to 66, which comprise the Consolidated Balance Sheet of the Group as at 31 March 2016, and 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 a summary of significant accounting policies and other explanatory information.

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.

**Directors' Responsibility for the Financial Statements**

The directors are responsible on behalf of the company for the preparation and fair presentation of the 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.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing (New Zealand). These auditing standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we have considered the internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates, as well as evaluating the overall presentation of the financial statements.

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

We provide taxation and transactional advice to the Group. We have no other relationship with, or interest in, 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.

**Opinion**

In our opinion, the financial statements on pages 30 to 66 present fairly, in all material respects, the financial position of the Group as at 31 March 2016 and the financial performance and cash flows of the Group for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards and International Financial Reporting Standards.



7 June 2016  
Auckland

## ADDITIONAL INFORMATION

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# STATEMENT OF CORPORATE GOVERNANCE

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## **Our Approach to Corporate Governance**

Arvida Group Limited ('Arvida') and its board of Directors ('the Board') are committed to ensuring that Arvida maintains best practice governance structures and the highest ethical standards and integrity. The Board has therefore developed a Corporate Governance Manual intended to guide the Directors and Arvida's executives to ensure business conduct is consistent with the highest business standards. It incorporates (to the extent relevant) the NZX Listing Rules relating to corporate governance, the NZX Corporate Governance Best Practice Code Recommendations and the FMA Corporate Governance Principles and Guidelines. The Corporate Governance Manual is intended to be read in conjunction with Arvida's Constitution.

The full content of Arvida's corporate governance policies, practices and procedures can be found in the Company's Corporate Governance Manual, which is available in the "Corporate Governance" section of the Company's website, [www.arvida.co.nz](http://www.arvida.co.nz). The Corporate Governance is reviewed annually.

## **The Role of the Board**

The Board establishes Arvida's objectives, the major strategies for achieving these objectives, the overall policy framework within which the business of Arvida is conducted and monitors the executive's performance with respect to these matters.

The Board is responsible for supervising and monitoring the activities and performance of the executives, with the responsibility to work to protect and enhance the value of the assets of Arvida in the interests of its shareholders.

The Board has processes and systems in place to ensure that significant issues, risks and major strategic decisions are monitored and considered at Board level. This allows Arvida to operate on a day to day basis in a manner which maximises shareholder value and manages risk while seeking to ensure that the interests of shareholders are protected.

The Board's focus is on the creation of long term shareholder wealth and ensuring Arvida is run in accordance with best international management and corporate governance practices. The legitimate interests of all stakeholders are taken into account in the decision making of the Board.

The Board considers that, during the reporting period, the corporate governance principles adopted and followed by it did not materially differ from NZX's Corporate Governance Best Practice Code.

## **Responsibilities of the Board**

The Board also:

- Approves the strategies, policies and budgets of Arvida and ensures that these are followed;
- Approves major investments and divestments and monitors the performance of those investments;
- Monitors financial performance including approving of the quarterly, interim and annual financial statements and reports;
- Reviews and approves the Code of Ethics;
- Reviews and approves the Board's Charter;
- Reviews and approves the framework for Arvida's relationship with its Auditor;
- Reviews and approves the Audit and Risk Committee Charter and the performance of the Audit and Risk Committee;

- Reviews and approves the Remuneration Committee Charter and the performance of the Remuneration Committee;
- Ensures that Arvida provides continuous disclosure of the requisite information to the NZX and the investment community, and that shareholders have available all information they reasonably require to make informed assessments of Arvida's prospects;
- Facilitates fulfilment of Arvida's statutory functions;
- Meets all relevant responsibilities imposed at law, by the NZX Listing Rules, or otherwise;
- Monitors actual results against the annual business plan, budget and strategic objectives;
- Takes responsibility for the appointment, performance and removal of the chairman;
- Recommends the remuneration of the Directors;
- Approves and sends quarterly, half yearly accounts, full year accounts and annual report and related reports to the NZX and other regulatory authorities; and
- Maintains corporate and Board values to ensure that Arvida acts with the highest ethical standards and integrity, in accordance with all legal and regulatory requirements and otherwise in accordance with management and governance best practices.

## **Board of Directors**

The Board is structured to add value. A profile of each of the Directors is included on page 24 of this report. The profiles include information on the skills, experience and background of each Director.

Peter Wilson (Chairman), Anthony Beverley, Susan Paterson and Paul Ridley-Smith are Independent Directors of Arvida. Michael Ambrose is a non-executive Director due to his involvement as a promoter of the IPO.

Susan Paterson and Paul Ridley-Smith were appointed to the Board on 7 May 2015 (by director resolution as permitted under Arvida's constitution) and they were re-elected as Directors at the annual meeting on 21 August 2015 (by shareholder vote).

The NZX Listing Rules require that a minimum one third of the Directors are Independent Directors. The Directors are required to keep the Board advised of any interests they have that could affect their "independence", including any interests that could potentially conflict with the interests of Arvida. The Board determines the independence of each Director in terms of any matter arising at any time and on a formal basis at the time of appointment and annually thereafter. The Board will review any determination it makes as to a Director's independence on becoming aware of any information that indicates that the Director may have a material relationship that could potentially conflict with the interests of Arvida.

The current mix of skills and experience is considered appropriate for the responsibilities and requirements of governing Arvida.

## **Board Committees**

The Board has two formally constituted committees – the Audit and Risk Committee and the Remuneration Committee. Each committee has a charter that sets out its mandate.

These charters can be found as two separate appendices within the Company's Corporate Governance Manual.

## **Audit and Risk Committee**

The primary functions of the Audit and Risk Committee are:

- To oversee the financial reporting process to ensure that the interests of shareholders are properly protected in relation to financial reporting and internal control;

- To provide the Board with an assessment of the Company's financial position and accounting affairs; and
- To keep under review the effectiveness of the Company's procedures for the identification, assessment and reporting of material risks.

Members of the committee are appointed by the Board. The committee must have a minimum of three Directors comprising a majority of Independent Directors. The current members of the committee are Anthony Beverley (committee chair), Paul Ridley-Smith and Michael Ambrose.

### **Remuneration Committee**

The primary functions of the Remuneration Committee are:

- To set and review the remuneration policies and practices of Arvida;
- Formulating and suggesting the director's fees to be paid to each Director; and
- Determining additional allowances to be paid to Directors where additional work is being undertaken to that expected of other Directors.

### **Attendance at Meetings**

The table below sets out attendance at board and committee meetings for all respective Directors during the year ended 31 March 2016.

	Board		Audit and Risk Committee		Remuneration Committee	
	Eligible to Attend	Attendance	Eligible to Attend	Attendance	Eligible to Attend	Attendance
Peter Wilson	8	8	-	-	-	-
Michael Ambrose	8	8	4	4	-	-
Anthony Beverley	8	8	4	4	1	1
Susan Paterson	8	7	-	-	1	1
Paul Ridley-Smith	8	7	4	4	1	1

Members of the committee are appointed by the Board. The committee must have a minimum of three Directors comprising a majority of Independent Directors. The current members of the committee are Paul Ridley-Smith (committee chair), Anthony Beverley and Susan Paterson.

### **Code of Ethics**

Arvida's Board sets a framework of ethical standards for the Company via its Code of Ethics, which is contained in the Company's Corporate Governance Manual. These standards are expected of Directors and employees of Arvida and its subsidiaries. The Code of Ethics covers a wide range of areas including the following: standards of behaviour; conflicts of interest; proper use of company information and assets; gifts; delegated authorities; compliance with laws and policies; reporting concerns; and corporate opportunities.

The code is subject to annual review by the Board.

## **Auditor Independence**

Oversight of Arvida's external audit arrangements is the responsibility of the Audit and Risk Committee. Ensuring that external audit independence is maintained is one of the key aspects in discharging this responsibility. This formal policy on audit independence has been adopted by the committee to meet this requirement.

This policy covers the following areas:

- Provision of related assurance services by Arvida's external auditors;
- Auditor rotation;
- Relationships between the auditor and Arvida;
- Approval of Auditor.

The Audit and Risk Committee shall only approve a firm to be auditor if that firm would be regarded by a reasonable investor with full knowledge of all relevant facts and circumstances as capable of exercising objective and impartial judgment on all issues encompassed within the auditor's engagement.

The role of the external auditor is to audit the financial statements of the Company in accordance with generally accepted auditing standards in New Zealand and to report on its findings to the Board and shareholders of the Company.

Arvida does not have an internal audit function currently, however the Board is confident that the key risks of the business are being adequately managed and the internal control framework is operating effectively.

## **Board Performance Evaluation**

The Chairman meets regularly with the Directors to discuss individual performance of Directors. The Board reviews its performance as a whole on an annual basis and will from time-to-time externally resource the review.

## **Directors' Remuneration**

Directors' remuneration levels are set as to be fair and reasonable in a competitive market for the skills, knowledge and experience required by Arvida. External advice was sought and adopted as to the appropriate level of director remuneration. The Board determines the level of remuneration paid to individual Directors from the shareholder approved pool of fees. Remuneration is reviewed annually by the Board.

Fees paid to Directors are disclosed at page 78.

## **Market Disclosure and Shareholder Communications**

Arvida is committed to making timely and balanced disclosures. It achieves these commitments, and the promotion of investor confidence, by ensuring that trading in its shares takes place in an efficient, competitive and informed market.

The Company has in place procedures designed to ensure disclosure is made in a timely and balanced manner and in compliance with the NZX Listing Rules such that:

- All investors have equal and timely access to material information concerning the Company, including its financial situation, performance, ownership and governance; and
- Company announcements are factual and presented in a clear and balanced way.

Accountability for compliance with disclosure obligations is with the Chief Executive Officer and Chief Financial Officer. Significant market announcements, including the preliminary announcement of the half year and full year results, the financial statements for those periods and any advice of a change in earnings forecast are approved by the Board.

Directors consider at each Board meeting whether there is any material information which should be disclosed to the market.

A programme of clear, meaningful, timely and effective communications with shareholders is centred around a comprehensive set of information regarding Arvida's operations and results being available on the Company's website together with the content of shareholder reports.

Shareholder meetings will be held at a time and location to encourage participation by shareholders.

### **Trading by Directors and Senior Managers**

Directors are encouraged to own shares in Arvida in their own name (or through associated interests). In the case of Independent Directors, the Board has resolved that Independent Directors are expected to hold a discretionary but meaningful level of Arvida shares.

Directors and Senior Managers are subject to limitations on their ability to buy and sell Arvida shares by Arvida's Security Trading Policy contained in the Corporate Governance Manual, the NZX Listing Rules and the Financial Markets Conduct Act 2013. All changes in the shareholdings of Directors and Senior Managers are reported to the Board and the NZX.

The Directors' shareholdings and changes to those shareholdings are stated on page 77.

### **Interests Register**

The Board maintains an Interests Register. Any Director who is interested in a transaction with the Company must immediately disclose to the Board the nature, monetary value and extent of the interest. A Director who is interested in a transaction may attend and participate at a Board meeting at which the transaction is discussed, but may not vote in respect of the transaction.

Particulars of entries made in the Interests Register for the year ended 31 March 2016 are included in the Statutory Information section on page 75.

### **Risk Management**

The Board is responsible for ensuring that key business and financial risks are identified and that appropriate controls and procedures are in place to effectively manage those risks. In managing the Company's business risks, the Board approves and monitors policy and procedures in areas such as treasury management, financial performance, taxation and delegated authorities.

Arvida has insurance policies in place covering areas of risk to its assets and business.

## STATUTORY INFORMATION

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## Interests Register

### General Disclosures

Section 140(1) of the New Zealand Companies Act 1993 requires a director of a company to disclose certain interests.

Under subsection (2) a director can make disclosure by giving a general notice in writing to the company of a position held by a director in another named company or entity.

The following are particulars included in the Company's Interests Register for the year ended 31 March 2016. Where (R) is included next to the interest, the Director has ceased to have that interest during the year:

Director	Entity	Nature of Interest
<b>Peter Wilson</b>	Augusta Capital Limited	Director (R)
	Augusta Funds Management Limited	Director (R)
	Farmlands Co-operative Society Limited	Director
	Meridian Energy Limited	Director
	PF Olsen Group Limited	Deputy Chair
	PF Olsen Limited	Chair
	Summerset Group Holdings Limited	Shareholder
<b>Anthony Beverley</b>	Carbon Systems (NZ) Limited	Director
	Dryland Carbon Limited	Director
	Glazebrook Capital Limited	Director
	Harbour Quays A1 Limited	Director
	Harbour Quays D4 Limited	Director
	Harbour Quays F1F2 Limited	Director
	Marlborough Lines Limited & subsidiaries	Director (R)
	Ngai Tahu Property Limited	Director
	Property For Industry Limited & subsidiaries	Director
	Schools Amalgamated Forest Trust	Trustee
<b>Michael Ambrose</b>	Almonte Holdings Limited	Director
	Arco Services Limited	Director
	Ashville Consultancy Limited	Director
	Ballochruin Holdings Limited	Director
	Billy Trustee Holdings Limited	Director
	Chateau Marlborough Holdings 2014 Limited	Director
	Chateau Marlborough Hotel 2014 Limited	Director
	G.A. Village Management Services Limited	Director
	Garra International Limited	Director
	Manchester Unity Friendly Society	Director

Melrose Equities Limited	Director
Rodgers & Co. Limited	Director
Sirocco Trustees 2008 Limited	Director
Sirocco Trustees Aws Limited	Director
Sirocco Trustees Donaldson Limited	Director
Sirocco Trustees Dufner Limited	Director
Sirocco Trustees Goleman Limited	Director
Sirocco Trustees Huntley Limited	Director
Sirocco Trustees Lindoc Limited	Director
Sirocco Trustees Mayl Limited	Director
Sirocco Trustees Nicol Limited	Director
Sirocco Trustees No 1 Limited	Director
Sirocco Trustees No 10 Limited	Director
Sirocco Trustees Sbft Limited	Director
Ward Services Limited	Director
WJH Investments Limited	Director

#### **Susan Paterson**

Airways Corporation of New Zealand Limited and associated companies	Chair
Electricity Authority	Director
Goodman NZ Limited and associated companies	Director
The Home of Cycling Charitable Trust	Trustee
Les Mills Holdings Limited	Director
Sky Network Television Limited	Director
Tertiary Education Commission	Commissioner
Theta Systems Limited	Chair
Abano Healthcare Group Limited	Director (R)
Housing New Zealand	Director (R)

#### **Paul Ridley-Smith**

Trustpower Limited	Chair
King Country Energy Limited	Director
Summerset Group Holdings Limited	Shareholder
Ryman Healthcare Limited	Shareholder

## Specific Disclosures

Michael Ambrose is a Director of Rodgers & Co. Rodgers & Co. provided accountancy services to 14 of Arvida's villages in the ordinary course of business and on usual commercial terms.

## Indemnification and Insurance of Directors

Arvida has arranged, as provided for under its Constitution and in accordance with Section 162 of the Companies Act 1993, to indemnify all the Directors and Senior Managers for all liabilities that arise out of the performance of their duties as Directors and Senior Managers of the Company for which they may be held personally liable.

## Share Dealings by Directors

Dealings by Directors in relevant interests in Arvida's ordinary shares during the year ending 31 March 2016 as entered in the Interests Register:

<b>Director</b>	<b>No. of Shares</b>	<b>Nature of Relevant Interest</b>	<b>Acquisition/ Disposal</b>	<b>Consideration</b>	<b>Acquisition/ Disposal Date</b>
Peter Wilson	27,500	Registered holder and beneficial owner	Acquisition	\$0.88 per share	29/06/2015
Peter Wilson	17,262	Registered holder and beneficial owner	Acquisition	\$0.84 per share	28/07/2015
Peter Wilson	17,262	Related party and non-beneficial owner	Acquisition	\$0.84 per share	28/07/2015
Peter Wilson	20,000	Registered holder and beneficial owner	Acquisition	\$0.87 per share	26/11/2015
Michael Ambrose	17,262	Registered holder and beneficial owner	Acquisition	\$0.84 per share	28/07/2015
Anthony Beverley	17,262	Joint registered holder of shares as trustee	Acquisition	\$0.84 per share	28/07/2015
Susan Paterson	100,000	Joint registered holder of shares as trustee	Acquisition	\$0.88 per share	25/06/2015
Susan Paterson	17,262	Joint registered holder of shares as trustee	Acquisition	\$0.84 per share	28/07/2015
Paul Ridley-Smith	82,274	Registered holder and beneficial owner	Acquisition	\$0.84 per share	06/07/2015

Certain actions are specifically excluded, for example, the incurring of penalties and fines that may be imposed in respect of certain breaches of the law.

During the financial year, the Company paid premiums in relation to policies of directors' and officers' liability insurance.

## Use of Company Information

No notices were received from Directors requesting use of Company information in their capacity as Directors that would not otherwise have been available to them in the year ended 31 March 2016.

## Relevant Interests

The table below sets out the ordinary shares in which each Director had a relevant interest as at 31 March 2016:

Director	Beneficial / Non-Beneficial Interest	Number of Shares
Peter Wilson	Beneficial	246,113
	Non-beneficial	26,262
Michael Ambrose	Beneficial	167,262
	Non-beneficial	2,957,213
Anthony Beverley	Non-beneficial	232,613
Susan Paterson	Beneficial	117,262
Paul Ridley-Smith	Beneficial	82,274

### Notes:

- Arvida agreed to issue to each of Peter Wilson and Anthony Beverley, 70,176 shares on 31 May 2016, provided that the volume weighted average market price of the shares reported on the NZX Main Board for the 10 trading days ending on (and including) 31 May 2016 is equal to, or greater than, 1.25 times the final IPO price of \$0.95 per share. The hurdle was not met and the shares were not issued.
- Arvida agreed to issue to GA Village Management Services Limited (an entity in which Michael Ambrose has a relevant interest), 1,000,000 shares on 31 May 2016, provided that the volume weighted average market price of the Shares reported on the NZX Main Board for the 10 trading days ending on (and including) 31 May 2016 is equal to, or greater than, 1.25 times the final IPO price of \$0.95 per share. The hurdle was not met and the shares were not issued.
- In April 2015, Arvida issued a number of performance share rights (PSRs) to senior executives pursuant to the Arvida Group Limited Long Term Incentive Plan (the LTI Plan). Vesting of the PSRs is subject to a number of performance hurdles. Upon vesting, each PSR can be converted into one ordinary share in Arvida. The first tranche of PSRs will vest in March 2018.

## Directors' Remuneration

The Directors' remuneration is paid in the form of fees. Additional fees are payable in respect of work carried out on board committees. The total pool of fees payable to Directors is subject to shareholder approval. The current pool for non-executive directors' fees has been fixed at \$360,000 per annum, plus an additional \$40,000 for board committee responsibilities. These amounts are based on the board comprising five non-executive

directors. Each Director is entitled, without limit, to be paid for all reasonable travelling, accommodation and other expenses incurred in the course of performing duties or exercising powers as a Director.

As at 31 March 2016, the standard annual Director fees are \$100,000 per annum for the Chairman and \$65,000 per annum for non-executive Directors.

Remuneration paid to Directors during the year ended 31 March 2016 was as follows:

Director	Directors' Remuneration
Peter Wilson	\$100,000
Michael Ambrose	\$69,500
Anthony Beverley	\$79,500
Susan Paterson (appointed 07/05/2015)	\$62,583
Paul Ridley-Smith (appointed 07/05/2015)	\$70,083

## Other Director Information

The Directors as at 31 March 2016 are set out in the directory on page 87. Director appointments to and resignations from the

Board during the year to 31 March 2016 are provided on page 75.

The persons listed below held the office of director of Arvida's wholly owned subsidiaries during the year ended 31 March 2016:

Company Name	Current Directors	Resigned Directors
Arvida Limited	William McDonald	N/a
Ashwood Park Lifecare (2012) Limited	Jeremy Nicol	
Ashwood Park Retirement Village (2012) Limited		
Bainlea Holdings (2006) Limited		
Bainlea House (2013) Limited		
Bainswood House Rest Home Limited		
Bainswood Retirement Village Limited		
Glenbrae Rest Home & Hospital Limited		
Glenbrae Village Limited		
Ilam Lifecare Holdings Limited		
Ilam Lifecare Limited		
Ilam Senior Living Limited		
Mayfair Lifecare (2008) Limited		
Mayfair Retirement Village (2008) Limited		
Molly Ryan Lifecare (2007) Limited		
Molly Ryan Retirement Village (2007) Limited		
Oakwoods Lifecare (2012) Limited		
Oakwoods Retirement Village (2012) Limited		
Olive Tree Apartments Limited		
Olive Tree Dementia Care Limited		
Olive Tree Holdings Limited		
Olive Tree Village (2008) Limited		
Park Lane Lifecare Limited		
Park Lane Retirement Village Limited		
Rhodes on Cashmere Healthcare Limited		
Rhodes on Cashmere Lifecare Limited		
St Albans Retirement Home Limited		
St Albans Retirement Village Limited		
St Allisa Rest Home (2010) Limited		
The Maples Lifecare (2005) Limited		
The Maples Retirement Village (2005) Limited		
The Wood Lifecare (2007) Limited		
The Wood Retirement Village (2007) Limited		
Waikanae Country Lodge Limited		
Waikanae Country Lodge Village Limited		
Wendover Rest Home 2006 Limited		
Wendover Retirement Village 2006 Limited		

Aria Gardens Limited	William McDonald Jeremy Nicoll (both appointed 3 July 2015)	Christopher Stokes Jennifer O'Donovan Brendan O'Donovan Andrew Wilson Grant MacKay (all resigned 3 July 2015)
Aria Bay Retirement Village Limited Aria Bay Senior Living Limited Aria Park Retirement Village Limited Aria Park Senior Living Limited Epsom Brown Holdings Limited	William McDonald Jeremy Nicoll (both appointed 3 July 2015)	Christopher Stokes Jennifer O'Donovan Brendan O'Donovan Martin Wellsford (all resigned 3 July 2015)

On 13 October 2015, Willowlea Senior Care (2006) Limited voluntarily de-registered.

The remuneration of employees acting as directors of subsidiaries is disclosed in the relevant banding of remuneration set out under the heading Employee Remuneration. Neither William McDonald nor Jeremy Nicoll

received additional remuneration or benefits for acting as directors of subsidiaries during the year.

No extra remuneration was paid to any Director of Arvida for any directorship of a subsidiary.

## Gender Disclosures

The breakdown of the gender composition of the Directors and Company's executive management team is as follows:

Financial Year	Board		Officers	
	Male	Female	Male	Female
Year ended 31 March 2016	4	1	5	3
Year ended 31 March 2015	3	-	5	1

## OTHER STATUTORY INFORMATION

### Employees' Remuneration

The number of employees of Arvida and its subsidiaries, not being a Director, which received remuneration and other benefits in excess of \$100,000 for the financial year ended 31 March 2016 is set out in the remuneration bands detailed below.

The remuneration figures shown in the "Remuneration" column includes all monetary payments actually paid during the course of the year ended 31 March 2016. The table also includes the value of any shares issued to individuals during the course of the same period. The table does not include amounts paid post 31 March 2016 that relate to the year ended 31 March 2016.

<u>Remuneration</u>	<u>Number of Employees</u>
\$100k - \$110k	3
\$120k - \$130k	1
\$130k - \$140k	1
\$160k - \$170k	1
\$180k - \$190k	2
\$270k - \$280k	1
\$370k - \$380k	1

### Donations

No donations were made by Arvida or its subsidiaries in the year ended 31 March 2016.

### Waivers

No waivers from NZX Listing rules were sought in the 12 month period ending 31 March 2016.

### Credit rating

The Company has no credit rating.

### Auditors' Fee

Ernst & Young was appointed auditor of Arvida Group Limited and of the 18 retirement village companies with the Arvida group. The amount payable to Ernst & Young as audit fees during the financial year ended 31 March 2016 was \$315,000. The amount of fees payable to Ernst Young for non-audit work during the financial year ended 31 March 2016 was \$97,000.

A breakdown of fees payable to the auditors is provided on page 58.

# SHAREHOLDER INFORMATION

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## 20 Largest Shareholders

The 20 largest shareholders of Arvida as at 30 April 2016 are provided in the table below:

	<b>Registered Shareholder</b>	<b>Number of Shares</b>	<b>% of Shares</b>
1	New Zealand Central Securities Depository Limited	67,446,836	24.7%
2	Forsyth Barr Custodians Limited	20,688,714	7.6%
3	Waikanae Trustees Limited	10,033,025	3.7%
4	Stephen Lawrence Darling & Gail Lillian Darling & Canterbury Trustees Limited	8,660,211	3.2%
5	Kim Poynter	8,554,447	3.1%
6	Gordon Alfred Hartley & Karen Diane Hartley & Simon Ross Marks	8,268,865	3.0%
7	Ronald Patrick Williams & Andrena Margaret Williams & Arthur James Keegan	5,300,037	1.9%
8	Ian Archibald Hurst & Gloria Faye Hurst & Geoffrey Ewen McPhail & Banco Trustees Limited	4,407,942	1.6%
9	Donna Maree Hurst & Douglas Culmer Hurst & Geoffrey Ewen McPhail & Banco Trustees Limited	3,835,610	1.4%
10	Alison Mary Davis & Purnell Creighton Trustees Ltd	3,791,782	1.4%
11	Charles Midgley Hand & Carol Margaret Hand & Sirocco Trustees No 10 Limited	3,763,167	1.4%
12	Christopher Francis Stokes & Jennifer Mary O'Donovan & Martin Carmalt Welsford	2,240,458	0.8%
13	Sanjac Holdings Limited	2,072,742	0.8%
14	G A Village Management Services Limited	1,850,000	0.7%
15	Investment Custodial Services Limited	1,751,684	0.6%
16	Nomg Property Limited	1,678,580	0.6%
17	Alan Joseph Dempsey & Jennifer Faye Dempsey & Sirocco Trustees 2008 Ltd	1,668,429	0.6%
18	Cloudy Peak Investments Limited	1,617,299	0.6%
19	Alastair Archer McDonald & Sheryl Irene McDonald & Fraser Gordon McKenzie	1,568,162	0.6%
20	Char Valley Investments Limited	1,562,165	0.6%
<b>Total: Top 20 Shareholders</b>		<b>160,760,155</b>	<b>58.8%</b>

## Shareholders held through the NZCSD as at 30 April 2016

New Zealand Central Securities Depository Limited (NZCSD) provides a custodian depository service that allows electronic trading of securities to its members and does not have a beneficial interest in these shares. As at 30 April 2016, the 10 largest shareholdings in the Company held through NZCSD were:

Rank	Shareholder	Number of shares	% of shares
1	JPMorgan Chase Bank NA NZ Branch-Segregated Clients Acct	20,418,388	7.5%
2	National Nominees New Zealand Limited	9,143,462	3.3%
3	MFL Mutual Fund Limited	8,600,498	3.1%
4	HSBC Nominees (New Zealand) Limited	6,388,167	2.3%
5	Generate KiwiSaver Public Trust Nominees Limited	4,773,838	1.7%
6	Guardian Nominees No 2 A/C Westpac W/S Enhanced Cash Trust	3,262,389	1.2%
7	BNP Paribas Nominees (NZ) Limited	3,055,256	1.1%
8	BNP Paribas Nominees (NZ) Limited	2,660,772	1.0%
9	ANZ Wholesale Trans-Tasman Property Securities Fund	2,026,063	0.7%
10	New Zealand Superannuation Fund Nominees Limited	1,601,000	0.6%

## Spread of Holdings

The total number of listed ordinary shares as at 31 March 2016 was 273,245,400. The Company has only ordinary shares on issue. Details of the distribution of ordinary shares amongst shareholders as at 30 April 2016 is set out below.

Size of Holdings	Number of Shareholders	% Shareholders	Number of Shares Held	% Shares Held
Under 1,999	151	8.0%	156,033	0.1%
2,000 to 4,999	340	18.1%	1,001,179	0.4%
5,000 to 9,999	385	20.5%	2,425,283	0.9%
10,000 to 99,999	765	40.7%	18,835,766	6.9%
100,000 to 499,999	155	8.2%	35,332,196	12.9%
Over 500,000	85	4.5%	215,494,943	78.9%
<b>Total</b>	<b>1,881</b>	<b>100.0%</b>	<b>273,245,400</b>	<b>100.0%</b>

## Substantial Product Holders

The following shareholders held greater than a 5% relevant interest in Arvida ordinary shares as at 31 March 2016:

<b>Name of Substantial Shareholder</b>	<b>Nature of relevant interest</b>	<b>Number of Shares</b>	<b>Percentage holding</b>
Arvida Group Limited	Power to control the sale of shares pursuant to an escrow arrangement in place until 30 May 2016	147,368,074	55.13%
Artemis Investment Management LLP	Registered holder and beneficial owner	15,891,327	6.10%
<b>Total shares on issue as at 31 March 2016</b>		<b>273,245,400</b>	<b>100%</b>

## GLOSSARY

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“Arvida” or “Company”	means Arvida Group Limited (previously named Hercules Limited).
“Board”	means the board of directors of the Company.
“Brownfield Development”	means the development of a site within an existing village.
“Care Beds”	means rest home beds, dementia beds and hospital beds that provide resident accommodation and various levels of care and other services.
“Director”	means a director of the Company.
“GAAP”	means generally accepted accounting practice.
“Greenfield Development”	means the development of a site on which no facilities or structures currently exist.
“Group” or “Arvida Group”	means the Company and all of its subsidiaries.
“IPO”	means the initial public offering of Arvida Group Limited.
“NZX”	means NZX Limited.
“NZX Listing Rules”	means the NZX Main Board Listing Rules.
“Retirement Units”	means villas, apartments and serviced apartments which provide resident accommodation and various levels of care and other services.
“Senior Manager”	means a senior manager of the Company.
“Underlying Profit”	means the Directors’ adjustment to net profit after tax to replace the fair value adjustment in investment property values, with the Directors’ estimate of realised components of movements in investment property value, and to eliminate one-off items and deferred tax charges or credits.

# COMPANY INFORMATION

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Registered Office of Arvida:	Arvida Group Limited Level 1, 39 Market Place Auckland 1010 Phone: +64 9 972 1180 Email: <a href="mailto:info@arvida.co.nz">info@arvida.co.nz</a> Website: <a href="http://www.arvida.co.nz">www.arvida.co.nz</a>
Directors:	Peter Wilson, Independent Director and Chairman Michael Ambrose, Non-Executive Director Anthony Beverley, Independent Director Susan Paterson, Independent Director Paul Ridley-Smith, Independent Director
Auditor:	Ernst & Young
Valuer:	CBRE Limited
Legal Advisors:	Chapman Tripp Anthony Harper
Bankers:	ANZ Bank New Zealand Limited
Statutory Supervisor:	Covenant Trustee Services Limited
Share Registrar:	Computershare Investor Services Limited Level 2, 159 Hurstmere Road Takapuna Auckland 0622 Phone: +64 9 488 8777 Email: <a href="mailto:enquiry@computershare.co.nz">enquiry@computershare.co.nz</a>

# VILLAGE DIRECTORY

<b>Aria Bay</b>	3-7 Woodlands Crescent, Browns Bay, Auckland 0630	09 479 1871
<b>Aria Gardens</b>	11 Bass Road, Albany, Auckland 0632	09 415 7035
<b>Aria Park</b>	1-3 Claude Road, Epsom, Auckland 1023	09 630 8430
<b>Ashwood Park</b>	118-130 Middle Renwick Road, Springlands, Blenheim 7241	03 577 9990
<b>Bainlea House</b>	29 Wiltshire Court, Rangiora 7400	03 313 6055
<b>Bainswood House</b>	191 King Street, Rangiora 7400	03 313 5905
<b>Bainswood on Victoria</b>	28 Victoria Street, Rangiora 7400	03 313 2805
<b>Glenbrae</b>	22 Hilda Street, Fenton Park, Rotorua 3010	07 349 0014
<b>Ilam</b>	28 Ilam Road, Upper Riccarton, Christchurch 8041	03 341 1913
<b>Maples</b>	71 Middleton Road, Upper Riccarton, Christchurch 8041	03 348 4362
<b>Mayfair</b>	104 Wharenui Road, Upper Riccarton, Christchurch 8041	03 348 2445
<b>Molly Ryan</b>	269 Mangorei Road, Merrilands, New Plymouth 4312	06 757 8773
<b>Oakwoods</b>	357 Lower Queen Street, Richmond, Nelson 7020	03 543 9700
<b>Olive Tree</b>	11-13 Dalwood Grove, Palmerston North 4412	06 350 3000
<b>Park Lane</b>	35 Whiteleigh Avenue, Tower Junction, Christchurch 8024	03 338 4495
<b>Rhodes on Cashmere</b>	5 Overdale Drive, Cashmere, Christchurch 8022	03 332 3240
<b>St Albans</b>	41 Caledonian Road, St Albans, Christchurch 8014	03 366 1824
<b>St Allisa</b>	46 Main South Road, Upper Riccarton, Christchurch 8042	03 343 3388
<b>The Wood</b>	156 Milton Street, Nelson 7010	03 545 6059
<b>Waikanae Lodge</b>	394 Te Moana Road, Waikanae, Kapiti Coast 5036	04 902 6800
<b>Wendover</b>	33 Erica Street, Papanui, Christchurch 8053	03 352 6089

# VILLAGE LOCATIONS

## 21 Villages

7 North Island

14 South Island

### NEW PLYMOUTH



### WAIKANAЕ



### NELSON



### RANGIORA



### AUCKLAND



### ROTORUA



### PALMERSTON NORTH



### BLENHEIM



### CHRISTCHURCH



