



PRODUCT DISCLOSURE STATEMENT
for an offer of ordinary shares in
Senior Trust Retirement Village Income Generator Limited

November 3 2023

This is a replacement of the Product Disclosure Statement dated 16 October 2023

This document gives you important information about this investment to help you decide whether you want to invest. There is other useful information about this Offer on <https://disclose-register.companiesoffice.govt.nz/>, Offer number (OFR12802).

Senior Trust Retirement Village Income Generator Limited has prepared this document in accordance with the Financial Markets Conduct Act 2013. You can also seek advice from a financial adviser to help you to make an investment decision.

1. Key Information Summary

What Is This?

This is an Offer of ordinary shares (“**Shares**”). Shares give you a stake in the ownership of Senior Trust Retirement Village Income Generator Limited (“**Senior Trust**”).

You may receive a return if dividends are paid or Senior Trust increases in value and you are able to sell your Shares at a higher price than you paid for them.

If Senior Trust runs into financial difficulties and is wound up, you will be paid only after all creditors have been paid. You may lose some or all of your investment.

About Senior Trust Retirement Village Income Generator

Senior Trust is a New Zealand company established to lend money in the form of loans to the entities that own and operate Retirement Villages and Aged Care Facilities. This will enable the Retirement Village and Aged Care Facilities to establish new, or develop and / or operate existing, Retirement Villages and Aged Care Facilities. Note that the definition of "Retirement Village" used in this PDS is wider than a village which is registered under the Retirement Villages Act and includes other types of residential accommodation for persons above a defined age.

Purpose of this Offer

Senior Trust is raising capital via this Offer to make loans to Retirement Villages and Aged Care Facilities and pay our operating costs.

Key Terms of the Offer

Offer Terms

Description of the Shares	This is an offering of ordinary Shares in Senior Trust Retirement Village Income Generator Limited.
Share Issue Price	The initial subscription price for the Shares was \$1.00 per Share. The Share Issue Price per Share is not fixed (and there is no indicative range within which the price may be fixed). Once you pay for your Shares in full, you will have no obligation to make further payments in relation to the subscription price. More information about how the price for the Shares is fixed is set out under the heading How pricing of our Shares in fixed below.
Fees or Charges relating to the Shares	If you wish to sell your Shares and the Manager agrees to repurchase your Shares as set out in this PDS, fees/charges may apply (see page 17 for a description of those fees/charges).
PDS Lodged	13th January 2020
Offer Opens	27th January 2020 No applications may be accepted by Senior Trust before this date.
Offer Closes	This is a continuous offer of Shares. Accordingly, there is no closing date for this Offer. Senior Trust reserves the right to withdraw this Offer at any time.
Minimum Initial Investment per Shareholder	\$1,000 Senior Trust can reject any Application, or accept any Application in part only, at any time, without providing any reason for doing so.
Maximum Investment per Shareholder	The maximum number of Shares you can subscribe for at any time must be less than 20% of the number of Shares on issue at any time.

Management Agreement

Manager	Senior Trust will engage Senior Trust Management Limited (" STML ") to manage the Company's investments.
Manager's Principals	Scott Lester and John Jackson are directors of STML.
Initial Term of Management Agreement	STML is initially appointed as manager for a fixed period, subject to earlier removal or termination of the Management Agreement.
Removal of Manager	By the Senior Trust Board or by Special Resolution of the Shareholders
Management Fee	<p>The management fee is calculated at 3% per annum of Senior Trust's Company Value plus GST (if any), paid monthly in arrears.</p> <p>Additional information regarding the management of Senior Trust is contained within the Management Agreement between Senior Trust and STML. The Conflicts of Interest and Related Party Transactions Policy sets out the principles and procedures relating to the management of conflicts of interest within Senior Trust. Both documents can be found on the Disclose Register at https://disclose-register.companiesoffice.govt.nz/ under Senior Trust's Offer number (OFR12802). Senior Trust is not a 'managed investment scheme' (MIS) for the purposes of the Financial Markets Conduct Act and does not have a FMA-licensed manager or a FMA-licensed independent supervisor to govern its investment activities. Investor rights are set out in the Constitution of Senior Trust, which has been prepared in accordance with the Companies Act.</p> <p>Under its Constitution, Senior Trust is governed by an elected board of directors, with STML appointed as the Manager under the Management Agreement. Investor rights include the ability for STML to be removed as</p>

How pricing of our Shares is fixed

The price per Share will initially was fixed at \$1.00 per Share. The Share Issue Price is not fixed (and there is no indicative range within which the price may be fixed). The price at each Valuation Date will be the value of a Share as determined by the directors as fair and reasonable to Senior Trust and the existing Shareholders. The Company Value is a significant factor in determining the Share Issue Price. Please refer to section 5 '**Terms of the offer**' for more details.

For the current Share Issue Price, please refer to the 'Supplementary Document' on the Disclose Register. -The Company's aim to maintain the Share price at \$1.00 and the Directors will set the distribution rate accordingly.

How You Can Get Your Money Out

Senior Trust does not intend to quote these Shares on a market licensed in New Zealand and there is no other established market for trading them. This means that you may not be able to sell your Shares.

There is no mandatory right to redeem your Shares but you will have an option to request withdrawal by way of Share repurchase by the Manager. Additional information including the termination fees payable regarding a Share repurchase by the Manager or a Share Buyback by Senior Trust, can be found on page 17.

Key Drivers of Returns

The Company's primary source of income is interest received from loans. Our objective is to lend to Retirement Village and Aged Care facilities in a way that protects the value of the Shares, as well as enabling us to pay a consistent, reliable and attractive return to our Shareholders.

Returns to investors are driven by:

- The Company being able to attract Shareholder capital in order to be able to make loans to, Retirement Village and Aged Care Facility operators.
- Identifying suitable Retirement Village and Aged Care operators to lend to, in order to pay a consistent, reliable and attractive quarterly distribution to our Shareholders.
- The Company's ability to closely monitor the performance of the borrower and loan repayments and, ultimately, the borrower's ability to meet its obligations under the loan.

In addition to income generated, the value of the Company will be influenced by the level of expenses and the fair value of the loans. In the event that a borrower is unable to repay a loan, this will adversely impact the value of the Company (which could impact the value of your Shares) and the ability of the Company to meet the Targeted Distribution Rate.

The key strategies and plans the Company has in relation to the key drivers of returns are set out in in detail in section 2 of this PDS '**Senior Trust and What it Does**'.

It is important to note that our dividend distribution policy is set at the discretion of the directors and there is no fixed rate of return. Furthermore, the returns you get may vary or may not be paid at all if our performance does not merit it. Note that payment of dividends is not guaranteed.

The Company's aim is to maintain the Share price at \$1.00. The Share Issue Price (which is rounded up to the nearest cent) is determined by taking the gross asset value of the Company, deducting all liabilities of the Company and income earned but not distributed, and dividing the result by the number of Shares on issue.

See the section '**Risks to Senior Trust business and plans**' on page 31 for more information on the risks of this investment. See the section on our dividend policy on page 28 for more information on dividends paid by us.

Key Risks Affecting This Investment

Investments in shares are risky. You should consider if the degree of uncertainty about Senior Trust's future performance and returns is suitable for you. The price of these Shares should reflect the potential returns and the particular risks relating to these Shares.

Senior Trust considers that the most significant risk factors that could affect the value of the Shares are:

Concentration risk: our assets will be concentrated in a small number of loans, in a specific sector of the Retirement Village and Aged Care industry represented by private operators. This means that a financial failure or unfavourable performance of any one or more individual loans, a industry-wide downturn or a downturn of the residential property market generally, could have a significant adverse impact.

Security position risk: the loans we make to the operators of Retirement Village and Aged Care Facilities may rank behind the prior security rights of the operator's statutory supervisor (if there is one) and money lent to them by another financier(s) such as a bank. This means that if the operator gets into financial difficulties, we will not be paid until the statutory supervisor or other financier(s) have been paid first.

Credit risk: the Company's assets consist of loans to the operators of Retirement Village or Aged Care Facilities. This means that if an operator was unable to pay the agreed interest or to pay the capital back when due, this would adversely impact our ability to provide returns for our own Shareholders and to achieve our objectives including in relation to maintaining the Share price.

Investment Opportunity risk: if the Manager is unable to identify lending opportunities which adhere to the Company's lending criteria, this may have an impact on the Company being able to meet the Targeted Distribution Rate and to achieve our objectives including in relation to preserving Shareholders' Capital /maintaining the Share price.

Refinancing Risk: the Company's assets consist of loans to the operators of Retirement Village or Aged Care Facilities. That means that if an operator requires refinancing in order to repay the loan and was unsuccessful in securing refinancing by the Company or another lender, this may impact our ability to meet the Targeted Distribution Rate and to achieve our objectives including in relation to maintaining the Share price.

Liquidity risk: the Company's primary source of revenue is interest on its loans. The Company's ability to have sufficient cash to pay its liabilities when due and to pay distributions to Shareholders would be affected by a Default, or reduced liquidity of, a Retirement Village or Aged Care Facility operator borrower which affected their ability to pay interest on a loan made to them.

Development risk: it is expected that a significant proportion of the Company's loans will be made to operators of Retirement Villages and Aged Care Facilities whose facilities are in the process of being expanded or developed. It is considered that a new business or property under development is more likely to fail than an existing business with a proven track record.

People and capability risk: key directors and senior managers, in whose ability to select and manage investments the Company relies, may leave or may select investments that fail to meet the Company's investment objectives.

This summary does not cover all of the risks of investing in Shares. You should also read Section 8 of this PDS, '**Risks to Senior Trust's Business and Plans**', on page 31 and other places in the PDS that describe risk factors. We strongly recommend that you consider the risks in light of your objectives, financial situation and needs.

Where You Can Find Senior Trust's Financial Information

The financial position and performance of Senior Trust are essential to an assessment of this Offer. You should also read section 7 of the PDS, '**Senior Trust's Financial Information**', on page 30.

Senior Trust will be providing annual reports to Shareholders, which will contain information about the financial performance of Senior Trust.

Table of Contents

1	KEY INFORMATION SUMMARY	Page 2
2	SENIOR TRUST AND WHAT IT DOES	Page 10
3	PURPOSE OF THE OFFER	Page 25
4	KEY DATES AND OFFER PROCESS	Page 26
5	TERMS OF THE OFFER	Page 26
6	KEY FEATURES OF THE SHARES	Page 28
7	SENIOR TRUST'S FINANCIAL INFORMATION	Page 30
8	RISKS TO SENIOR TRUST'S BUSINESS AND PLANS	Page 31
9	TAX	Page 36
10	WHERE YOU CAN FIND MORE INFORMATION	Page 37
11	HOW TO APPLY	Page 37
12	CONTACT INFORMATION	Page 39
13	GLOSSARY OF TERMS	Page 40
14	SENIOR TRUST APPLICATION FORM	Page 44

Letter from the Board

Dear Investor,

We welcome the opportunity to invite you to become a Shareholder in Senior Trust. Senior Trust is a New Zealand company established to take advantage of the opportunities that exist within the Retirement Village and Aged Care sector with the intent to deliver an attractive income return by way of lending to well-located soundly run Retirement Villages and Aged Care facilities.

We believe the demographic wave of 'baby boomers' seeking to live in Retirement Villages has created strong demand for loan funds and we are determined to take advantage of that demand for the benefit of our Shareholders.

Demographers and statisticians have coined the phrase 'Grey Tsunami' which generally refers to the baby boom which started in 1946 at the end of the Second World War and which has been surging through the New Zealand population. In 2016, the first of these post-war baby boomers turned 70, which offers the potential for a sustained period of increased demand for both Retirement Villages and Aged Care Facilities.

However, a lesser known baby boom occurred between 1936 and 1941, the result of a recovering New Zealand economy after the Great Depression of the early 1930s. During the mid-1990s, this generation of 'baby boomers' initiated the demand for retirement accommodation which established the Retirement Village as a desirable concept. Despite the economic turmoil of the past decade, the retirement industry has continued to grow and consistently deliver strong investment returns.

The number of dwellings in modern resort-style facilities offering wide-ranging care and support has increased significantly in the last decade. The high visibility of these quality Retirement Villages is resulting in a great degree of social acceptance and the foreseeable demand for quality retirement accommodation in many locations is creating a positive investment opportunity, which we present in this Offer.

Industry commentary suggests that Retirement Villages are offering an increasingly important solution to New Zealand's much publicised housing crisis. We believe a key driver of this growth is senior New Zealanders unlocking the equity in their homes and adding to the available stock of housing by moving to Retirement Villages.

The Company is focused on supporting Retirement Villages which have the benefit of experienced, skilled individuals with the funding they require to meet the growth in the Retirement Village sector.

In addition, the Aged Care sector requires significant reinvestment of capital and this, combined with the growing cost of increasing regulation of the industry, makes a sound case for investment in the industry's growing need for quality, cost effective Retirement Villages and Aged Care Facilities.

The following are some of the key company fundamentals of the Aged Care sector in New Zealand:

Needs Driven: When people become incapacitated through age they require care, which makes for predictable earnings over the long term.

Continuum of Care: Older prospective residents are beginning to gravitate to Retirement Villages that provide a continuum of care, which allow residents to remain in the same village as they age and their needs change over time.

Government Support: The costs associated with providing Aged Care are putting pressure on government funding. We see potential for the private sector to assist in this area via cost effective (vs. hospital bed stays) Aged Care Facilities.

Providing Cost-Effective Facilities: The Retirement Village industry is very well positioned to provide cost effective Aged Care Facilities due to its existing scale and infrastructure, but requires investment to do so.

Longevity has increased dramatically since the 1950s: Longer life expectancy has a flow on effect on the demand for Aged Care due to a greater number of people living longer and requiring more intensive healthcare.

The Board are experienced directors whose resumes includes both public and private directorships. The Board is supported by a management company, Senior Trust Management Limited ("**STML**") that was formed in 2010. STML has successfully managed a number of public offers, all focused on lending to the Retirement Village and Aged Care sector and which delivered attractive returns to investors. The Board appointed STML as the Manager due to its successful track record in delivering these returns and its specialist expertise in lending to Retirement Villages and Aged Care Facilities. The Board considers that STML has the specific sector expertise and capability to deliver the desired income returns aligned with the objectives of Senior Trust.

The directors have a background in managing companies and have strong experience lending money in the form of loans to the entities that own and operate Retirement Villages and Aged Care Facilities. They are highly focused on strong governance, compliance and ensuring effective, clear and transparent disclosure to all Shareholders.

The objective of Senior Trust is to provide investors with a consistent, reliable and attractive returns by taking advantage of the growth in the Retirement Village and Aged Care sector. The Company will only act in a lending capacity as opposed to taking an equity interest in the Retirement Village or Aged Care Facility.

Senior Trust offers an efficient means of exit for those Shareholders who have a change of circumstance and need to sell some or all of their Shares. An arrangement has been put in place between Senior Trust and the Manager whereby the Manager has the ability (but not the right) to acquire Shares from Shareholders wishing to exit, in certain circumstances. This arrangement has the objective of providing a potential withdrawal mechanism for Shareholders who provide the requisite notice. It should be noted that the acquisition of Shares by the Manager is entirely at the discretion of the Manager and the Board, is not guaranteed and should not be relied on as an assurance of liquidity.

Please review '**Key Risks Affecting this Investment**' on page 5). We also recommend that you read this whole document carefully. Prior to making an investment decision, you should seek independent, professional, financial and/or legal advice relevant to your circumstances.

The Board are pleased to present this Offer of Shares to you and invite you to invest.

Yours Sincerely,
The Board

2. Senior Trust and What It Does

Overview

Senior Trust is a limited liability company, incorporated under the laws of New Zealand that is governed by its Board and its Constitution (which can be found on the Disclose Register at <https://disclose-register.companiesoffice.govt.nz/> under Senior Trust's Offer number (OFR12802) and at the New Zealand Companies Office) in accordance with the Companies Act.

This Offer of Shares in Senior Trust is an equity Offer. Each Share confers on the Shareholder all of the rights set out in section 36(1)(a) of the Companies Act, being the right to vote on resolutions of shareholders, the right to participate equally with other Shareholders in dividends (if any) and the right to participate equally with other Shareholders in any surplus assets of the Company on liquidation.

There are no entrenched key service provider arrangements. The Management Agreement can be terminated by Senior Trust or the Shareholders, without cause and any termination fee will be payable in accordance with the Management Agreement.

Senior Trust was established in December 2019 to provide investors with a consistent, reliable and attractive return by taking advantage of the growth in the Retirement Village and Aged Care sector.

We invest by lending money to the operators of Retirement Village and Aged Care Facilities. Lending money to the operators of Retirement Village and Aged Care Facilities supports our key objective to provide the Targeted Distribution Rate to our Shareholders. Our first priorities are to protect Shareholders' capital and provide a consistent, reliable and attractive return at or better than the Targeted Distribution Rate.

About the Structure

The Company structure was designed to provide investor protections (including limited liability), an experienced Board of directors, an external auditor and the ability for Shareholders to terminate the Manager's appointment without incurring punitive penalties.

The structure is also intended to provide the flexibility to raise new capital in the future, if this is in the beneficial interests of the Shareholders. The Company currently intends to raise new capital and allot new Shares on a regular basis.

At this stage, Senior Trust holds all of its investments directly, rather than by way of a custodian. However, Senior Trust reserves the right to appoint a custodian at a later date. STML is contracted under the Management Agreement to provide management services in respect of Senior Trust's investments. The terms of the Management Agreement are set out under the heading '**Management Agreement**' on page 16 and a copy can be found on the Disclose Register at <https://disclose-register.companiesoffice.govt.nz/> under Senior Trust's Offer number (OFR12802).

Key Investment Principles

The Company's primary source of income is interest received from loans. Our objective is to lend to Retirement Village and Aged Care facilities in a way that protects the value of the Shares, as well as enabling us to pay a consistent, reliable and attractive return to our Shareholders.

Investment Objectives

The Key Investment Principles reflect the experience gained through a long involvement in lending to the Retirement Village and Aged Care sector and are the philosophies, objectives and strategies we have in place in order to make investments and deliver returns to our Shareholders.

The objective of the Company is to provide investors with a consistent, reliable and attractive return by taking advantage of the growth in the Retirement Village and Aged Care sector.

The key drivers of returns are:

- The Company being able to attract Shareholder capital in order to be able to make loans to, Retirement Village and Aged Care Facility operators.
- Identifying suitable Retirement Village and Aged Care operators to lend to, in order to pay a consistent, reliable and attractive quarterly distribution to our Shareholders.
- The Company's ability to closely monitor the performance of the borrower and loan repayments and, ultimately, the borrower's ability to meet its obligations under the loan.

In seeking to achieve the return, it is accepted that the risk profile of the Company will be greater than New Zealand registered bank term deposits.

Senior Trust will also need to retain a requisite level of cash to meet operating expenses.

In seeking to deliver the above objectives, the Company will make loans secured over Retirement Villages and Aged Care Facilities. The Company may also accept other assets offered by the borrower (and/or a guarantor) as security for the loan which are not related to Retirement Villages and/or Aged Care Facilities ("Other Assets"). The Company's investments will likely be concentrated in a small number of loans to operators of Retirement Villages and Aged Care Facilities. Accordingly, the Company's investments will not be diversified.

A security sharing and priority deed sets out the order in which the proceeds of security held over the Retirement Village or Aged Care Facility should be applied amongst the statutory supervisor and lenders to the operator of the Retirement Village and Aged Care Facilities. Where there is more than one lender taking security, prior-ranking security holders may restrict Senior Trust from exercising our security and/or reduce the payments we receive from the operator under the terms of a security sharing agreement. This also means that if the operator gets into financial difficulties, we will not be paid until the statutory supervisor or prior-ranking security holders have been paid. Senior Trust, with the information available at the time, carefully assesses the nature and level of security taken over the Retirement Village or Aged Care Facility or Other Assets and our objective is to only take a security position that we consider sufficiently protects our Shareholders interests.

The ranking of the security will depend on the circumstances of each individual loan, as opposed to Senior Trust having a targeted 'ranking' mix. In some cases there may be other parties who have security interests that rank ahead of those held by us. However in all cases the maximum amount of debt including any prior (which also includes any amount secured by the Statutory Supervisor's security) or pari passu ranking loans must not exceed 75% of the independently assessed value of all the assets accepted by Senior Trust as security for the

loan. Therefore, Other Assets accepted as security will also be included in the independently assessed value of the assets for the purposes of identifying whether the borrower is within the 75% LVR.

If the Manager is unable to source any lending opportunities that meet its lending criteria, then the Company may invest in any debt security issued by a New Zealand registered bank or any other rated institution that has a credit rating of at least BBB from Standard & Poors (or an equivalent rating from another internationally recognised rating agency).

This summary does not cover all of the risks of investing in Shares. You should also read section 8 of this PDS, **Risks to Senior Trust's Business and Plans**, on page 31 and other places in the PDS that describe risk factors.

Investment Philosophy

We consider that the Retirement Village and Aged Care industry is well regulated and orderly and, due to demographic factors, has strong prospects for sustained growth over an extended period.

The following fundamentals support this belief:

1. New Zealand's ageing population;
2. The increasing acceptability of communal aged accommodation as evidenced by rising market penetration rates;
3. Retirement Villages deliver long term cash flows to the operators of the Retirement Village as opposed to short term speculative gains; and
4. The stability provided by residential assets which have a history of capital growth over the long term.

The Company's belief is that the key driver of demand for funding from the Company is the Company's ability to provide long term continuity of funding.

The Key Investment Principles can be found on the Disclose Register at <https://disclose-register.companiesoffice.govt.nz/> under Senior Trust's Offer number (OFR12802).

Cash Management

The 3% plus GST (if any) Management Fee is the only regular payment obligation to STML.

The Board aims to maintain a prudent approach to cash management to ensure that Senior Trust retains enough cash to pay for short-term operating costs, including Management Fees. Senior Trust's objective is to meet its operating costs from the interest earned on its investments or through a periodic raising of new capital.

Senior Trust also offers the ability for Shares to be repurchased in certain circumstances, which is at the Board's sole discretion. Senior Trust may use some cash holdings to enable Shares to be repurchased in a timely manner. Further information about Share transfer/repurchase/buyback is set out on page 17.

Credit Approval Process

We require detailed, timely and relevant applications for all lending decisions. Those applications include assessment of financial strength, forward cash flows and the operator management capability, and alignment to our investment policies and objectives.

Our credit approval process includes the following steps:

- I. Investigation of potential investment opportunities by members of the management team.
- II. Preparation of a credit paper, which may include some or all of the following:
 - A current valuation from a registered valuer relating to the Retirement Village or Aged Care Facility's assets;
 - Financial information provided by the operator of the Retirement Village or Aged Care Facility;
 - Demographic studies; and
 - Feasibility studies provided by the operator of the Retirement Village or Aged Care Facility.
- III. The credit paper is circulated to our directors and requires their approval before we will proceed with any investment.

The total lending in relation to each operator of a Retirement Village or Aged Care Facility will be restricted to a 75% loan to value ratio, including any prior (which also includes any amount secured by the Statutory Supervisor's security) or pari passu ranking loans.

Before making a loan, an independent registered valuer (who must be approved by the Manager) assesses the market value of the assets offered by the borrower (and/or a guarantor) as security for the loan, to determine if the security offered by the borrower is of sufficient value to cover the borrower's indebtedness.

In respect of loans to the operators of Retirement Village and Aged Care Facilities that are used for development purposes, Work-In-Progress (WIP) reports certified by a quantity surveyor will also be provided during a development in order to substantiate an increase in the valuation. The WIP reports provide an assessment of the value of the works completed on-site. WIP will be taken into account when assessing whether the borrower is within the 75% LVR. WIP on Other Assets will also be taken into account when assessing whether the borrower is within the 75% LVR. The valuation may include an assessment of the completed value of the assets of a Retirement Village or Aged Care Facility which are under development (future completed value or "**FCV**").

Where a loan is required for development purposes and is subject to progressive drawdowns, the value will be assessed by measurement of the progress towards attainment of FCV.

Where we consider appropriate, Retirement Village and Aged Care operators have, what we consider to be a material stake in the Aged Care Facility or Retirement Village, provide personal guarantees or similar covenants in respect of all loans, and that total funding and prior ranking securities is limited to 75% of an independently assessed value of all the assets accepted as security by the Company.

Our loans will have a specified interest rate to help us achieve stable revenue streams and support our prime objective of being able to pay our Shareholders the Targeted Distribution Rate or better.

Before we lend to a Retirement Village or Aged Care operator, we will require evidence that they can expect to meet payment obligations from their sale of occupation licences or residential units, or from other financial resources including Government subsidies paid to the Retirement Village and Aged Care operator. We will also take into account the financial resources of the borrower.

Credit risk is mitigated by careful analysis of forward cash flows and, where appropriate, progressive release of funding against progress made to meet sales objectives and other key performance indices in the business plan agreed with the operator.

If we consider it necessary, we may require the directors and/or shareholders of the Retirement Village and Aged Care operator to include in the loan documentation the obligation to make or arrange supplementary injections of cash from their shareholders when we require them.

Loans

Financial information relating to loans made by Senior Trust can be found on the Disclose Register at <https://disclose-register.companiesoffice.govt.nz/>, offer number OFR12802 filed under either "financial information" or "other material information" (as applicable). This Table is updated regularly and gives information about Senior Trust's outstanding loans as at the date specified in the Table.

Loan Monitoring

We closely monitor the property development and construction programmes for any Retirement Village or Aged Care Facility undertaking such work, with the aim of ensuring that work is completed on time and on budget. Where funds are advanced for payment of costs to construct common facilities or dwellings, we will, if we deem it appropriate, require a quantity surveyor's report detailing the value of the work to be completed and the value of the work required in completing the particular facility.

We closely observe marketing performance and, if necessary, can engage the services of a pool of industry specialists known to the management team to assist the borrower in meeting pre-set key performance indices that will be incorporated where appropriate into the loan documentation. Inspections will be performed either by the management team, quantity surveyors or valuers engaged by us.

We require, as part of the terms of any loan we make, that any Retirement Village buildings and other substantial assets (such as buildings owned by the Retirement Village or Aged Care Facility operator but not related to the Retirement Village or Aged Care Facility) that are subject to any security granted to us are insured to the maximum amount considered best practice by the Retirement Villages Association of New Zealand Inc. from time to time, having reference to the latest valuation provided to us (which will include cover for catastrophic risks). Where construction is involved, the appropriate construction insurance is to be included. Where relevant, we also require any Other Assets to be appropriately insured.

Retirement Village Income and Cashflows

The loans will generally be made to privately owned Retirement Villages and Aged Care Facilities which are seeking to operate, refinance, expand existing operations or embark on the development of new facilities.

The typical cash flow sources to the Retirement Village operator to which we lend, are:

- The proceeds of the initial sale of an occupation right agreement, which gives a resident lifetime occupancy of a dwelling;
- The levies charged to residents; and
- A share in the sale proceeds at the departure of the residents.

The key characteristics of the income stream for a Retirement Village are:

- **Predictability** - Inevitably all residents will depart the village, and given the wide spread of residents, in the medium term a mature Retirement Village will have a steady stream of departures and consequent cash flows.
- **Long Term Cash Flow Stream** - Unlike short-term residential rental agreements, commercial property leases or property developments which provide short term or once only profits, Retirement Village operators may have the ability to resell dwellings a number of times throughout the village's economic life. This means Retirement Village operators may benefit from a sustainable long term income stream rather than a once only development profit. Resident occupancy is underpinned by the demographic wave of senior New Zealanders entering retirement.
- **Capital Growth** - The cash flow benefits from capital appreciation in resident dwellings, which reflect the growth in real estate values in New Zealand.

While we are mindful that our lending is concentrated in the Retirement Village and Aged Care sector and a possible systemic failure or significant adverse material event that affects the industry could have a significant adverse impact on the returns our Shareholders may receive, we do not seek to diversify away from this sector in which we have extensive experience. We are also mindful that our lending may be concentrated with borrowers who are undertaking development of facilities and so is likely to be subject to development risk. We believe registered Retirement Villages operate in a well-regulated environment under the Retirement Villages Act. The regulatory framework and orderly nature of the industry may serve to mitigate the risk of systemic failure.

Shareholders investing in the Company need to be aware of these potential systemic risks when deciding whether to invest. See the section '**Risks to Senior Trust business and plans**' on page 31 for more information on the risks of this investment.

The Manager

Senior Trust has entered into a Management Agreement with Senior Trust Management Limited ("**STML**"). STML is owned by the Dadrew Family Trust (a Jackson Family Trust).

Management and Execution

Senior Trust has contracted STML to undertake, execute and manage the assets of the Company, through a Management Agreement dated 8 January 2020. Board approval is required prior to the Company entering into any lending arrangements. The Board is confident that STML has the skills, expertise and networks to manage Senior Trust's assets effectively whilst ensuring compliance and adherence to the operational and risk framework. Senior Trust will also be engaging industry advisers, when required.

The Company may make loans to other Retirement Village and Aged Care Facility operators where Senior Trust Capital (a related party) is a lower tier lender (in the sense that both Senior Trust Capital's right to receive payment of interest and principal, and its security position, rank behind the Company's) or Senior Trust Capital, or its subsidiary has an equity interest.

John Jackson is a director of Senior Trust Capital (and holds a parcel of Shares in Senior Trust Capital) and Senior Trust Management Limited. Accordingly, Senior Trust Capital is related to the Company and the Manager.

The Conflicts of Interest and Related Party Transactions Policy sets out the principles and procedures relating to the management of conflicts of interest within Senior Trust. Both documents can be found on the Disclose Register at <https://disclose-register.companiesoffice.govt.nz/> under Senior Trust's Offer number (OFR12802).

Management Agreement

Under the Management Agreement, STML is appointed by Senior Trust to be the exclusive provider of investment management and certain administrative services to Senior Trust for an initial period of ten years commencing on 10 January 2020. The ten years relates to the term of the management agreement between STML and Senior Trust. It does not relate to the period of time an investor must or is expected to invest with Senior Trust. Investors are encouraged to consider this investment as being a minimum two year term (refer to the section '*Trading Your Shares*' and '*Share Transfer/Repurchase/Buyback Process*' of this PDS for more information) however the Manager will consider an application for buy back of Shares at any time (refer to page 17 for further details). STML has been given broad powers to deal with and manage the assets of Senior Trust and to perform other management functions. STML is responsible for adhering to the various policies, objectives and directives set by the Senior Trust Board from time to time, including ensuring that the Board is kept fully informed about material matters relating to investments and Senior Trust itself.

It is noted that STML is not permitted to appoint any of the directors of Senior Trust.

The Management Agreement is expected to be extended for subsequent terms beyond the initial period, provided that the Board is reasonably satisfied with the performance of STML. The Board formally reviews the performance of STML each year.

At any time, either STML or the Board may terminate the Management Agreement for cause by giving notice when certain events occur, such as non-performance of management duties or certain default events. The Management Agreement may also be terminated by a Special Resolution of Shareholders voting in favour of replacing STML. In the event that the Management Agreement is terminated, STML will be entitled to be paid all fees and amounts due up until the date of termination together with a termination fee if the Management Agreement is terminated by way of Shareholder vote. The termination fee shall be the lesser of:

- (a) 25% of the value of the total amount of all fees anticipated to be made to STML for the entire term of the Management Agreement (for these purposes, the entire term of the Management Agreement is deemed to be fixed at 5 years);
- and
- (b) 45% of the value of the total amount of all fees anticipated to be made to STML for the remaining term of the Management Agreement.

In order for Senior Trust to make a reasonable estimate of what the anticipated fees would be for the remaining term of the Management Agreement, it will procure independent valuation advice from either an audit, legal or valuation entity. To ensure there are no conflicts of interest, the entity selected must have had no engagement with the Manager, principals of the Manager or Senior Trust for at least the past five years.

The Management Agreement can be found on the Disclose Register at <https://disclose-register.companiesoffice.govt.nz/> under Senior Trust's Offer number (OFR12802).

Management Fee

Senior Trust pays STML a Management Fee equivalent to 3% of Senior Trust's Company Value per annum, plus GST (if any). The Management Fee is payable quarterly in arrears to STML.

The Company Value, used in the calculation of the Management Fee, is directly impacted by the carrying values of Senior Trust's investments.

Procurement Fee

The Manager is entitled to charge the borrower a procurement fee in respect to the establishment of a loan facility. Any procurement fee will be payable by the borrower and not by Senior Trust.

Limitation of STML's Liability

While STML provides its services with all reasonable care, diligence and skill, STML provides no warranty as to the performance, profitability or capital appreciation of any of the assets in which Senior Trust invests. Furthermore, STML's liability for any loss or damage sustained by Senior Trust or a Shareholder as a result of its performance is limited to loss or damage due to the gross negligence, intentional fraud, dishonesty, wilful default or any action not taken in good faith, of STML or that of its officers, employees, advisers or agents.

Share Transfer/Repurchase/Buyback Process

The following is a description of the ways in which you may be able to transfer or offer your Shares to the Manager or the Company for repurchase. However, none of these mechanisms are guaranteed at any time and Shareholders should not consider that these mechanisms are an assurance of liquidity.

Share Transfer

Shareholders may only transfer/sell their Shares at the discretion of the Company. Senior Trust intends to try to match Shareholders who are looking to sell their Shares with new Shareholders who are wanting to acquire Shares in the Company. This means you may be able to sell your Shares directly to another holder, if there are interested buyers. However, there is no assurance that a willing buyer will be found for your Shares.

Share Repurchase by the Manager

Senior Trust also intends to offer an alternative means of exit for Shareholders. An arrangement has been put in place between Senior Trust and the Manager whereby the Manager has the ability (but not the right) to acquire Shares from Shareholders wishing to exit, in certain circumstances. This arrangement has the objective of providing a potential withdrawal mechanism for Shareholders who provide a written request.

The timing to process a written request, is as follows:

- For an amount less than \$100,000, the maximum notice period will be 30 calendar days;
- For an amount less than \$500,000, the maximum notice period will be 60 calendar days; and
- For an amount equal to or greater than \$500,000, the maximum notice period will be 120 calendar days.

It should be noted that the process of a written request and acquisition of Shares by the Manager is entirely at the discretion of the Manager and the Board, is not guaranteed and should not be relied on as an assurance of liquidity.

Withdrawal fees may apply where a Shareholder's request to have their Shares repurchased by the Manager, is accepted. A description of withdrawal fees is set out below. The price at which the Manager may agree to repurchase your Shares will be the applicable Share Issue Price as at the date of the request or approval (not as at the date of buy back) and will be subject at all times to the Manager meeting all necessary approvals and governance requirements.

The Funding Agreement (which enables the Manager to purchase Shares in the Company) can be found on the Disclose Register at <https://disclose-register.companiesoffice.govt.nz/> under Senior Trust's Offer number (OFR12802). The Manager may not, at any time, hold Shares in Senior Trust which are in excess of 20% of Senior Trust's issued share capital.

Share Buyback by the Company

In addition, the Company can repurchase its own Shares in accordance with the procedures set out in the Companies Act. You may request to withdraw all or part of your investment at any time by completing a Share Buyback Request, in the form required by us. The applicable Buyback Price for each Share will be calculated as at the Valuation Date on which the relevant Shares are repurchased (not the day the Share Buyback Request is received by us). If the Company accepts your request, including ensuring compliance with the Companies Act, any approvals and governance requirements applicable to a selective buyback of shares, the Buyback date will be the first Valuation Date which occurs following a period of 6 months after the date on which the relevant Buyback Request is received by the Manager. This timeframe can also be shortened with the Manager's approval.

It should be noted that acceptance of a Share Buyback Request is entirely at the discretion of the Company, is not guaranteed and should not be relied on as an assurance of liquidity.

Withdrawal fees may apply where a Shareholder's request to have their shares bought back by the Company is accepted. A description of withdrawal fees is set out below.

Withdrawal / Transfer Fee

If you withdraw money from the Company by requesting that the Company buyback Shares, or the Manager repurchases your Shares, or you undertake a Share transfer within two years from the allotment of your Shares and the Company accepts that request, you will be charged a fee of 2% of the full withdrawal / transfer amount. Each tranche of Shares subscribed for by a Shareholder will be considered as a separate issuance. The two year time period will commence from the issue of the tranche of Shares (whether in part or full), which form part of the Buyback Request and is calculated by reference to the date the repurchase or transfer occurs. If you withdraw money from the Company by requesting that the Company buyback Shares or you undertake a Share transfer in year three from the first allotment of those Shares, you will be charged a fee of 1% of the full withdrawal / transfer amount. The withdrawal / transfer fee is calculated from the repurchase/transfer date (not the date of the request/approval). It is payable to the Company and will be deducted from your investment (and so will reduce your returns).

No Established Market for Shares

While the Company has endeavoured to provide some liquidity to Shareholders in certain circumstances as described above, Shareholders should be aware that there is no established market for the Shares. It is entirely at the discretion of the Manager and/or the Company whether to approve a transfer, repurchase or Buyback Request. There is no guarantee that any transfer, repurchase or Buyback Request will be approved and there is no guarantee as to the price you will receive for your Shares should a transfer, repurchase or Buyback Request be actioned.

Costs of Operating Senior Trust

Senior Trust has been designed to minimise operating costs as a percentage of assets. The main operating costs of Senior Trust relate to marketing and promotion, payment of Management Fees to STML and payment of brokerage fees to Senior Trust Capital.

Senior Trust and Senior Trust Capital entered into a Broker Agreement dated 1 April 2021. Under the terms of that agreement, Senior Trust Capital will support the uptake of this Offer through engagement with retail investors and if there is interest, institutional investors and will receive payment of a brokerage fee from the Company. The objective is to promote the offer and assist with capital raising for the Company. The Broker Agreement can be found on the Disclose Register at <https://disclose-register.companiesoffice.govt.nz/> under Senior Trust's Offer number (OFR12802). Senior Trust Capital is related to the Company and the Manager.

STML is reimbursed by Senior Trust for all reasonable costs and expenses reasonably incurred by STML on behalf of Senior Trust which are not STML's costs under the Management Agreement.

The payment of all operating costs by the Company will directly impact the profitability of the Company.

All fees and expenses are exclusive of GST. Under current law, some fees are wholly or partially exempt from GST. If GST is payable on any of the fees or expenses, then the GST component would be payable in addition to the fee or expense stated.

Investing – Additional Information

Additional information regarding the management of Senior Trust is contained within the Management Agreement between Senior Trust and STML, which can be found on the Disclose Register at <https://disclose-register.companiesoffice.govt.nz/> under Senior Trust's Offer number (OFR12802).

Valuation

The Board is responsible for the valuation of the assets of Senior Trust. This includes valuing the assets of Senior Trust for the purposes of raising capital (at each and every Valuation Date) and calculating Management Fees.

It should be noted that STML's involvement in the valuation process presents an underlying conflict of interest as STML's Management Fee is based on Senior Trust's assessed Company Value, which is directly impacted by the carrying values of Senior Trust's investments.

These conflicts are currently addressed by the Board by reference to the 'Related Party and Conflict of Interests' policy and by having an independent financial audit at the end of Senior Trust's financial year.

Senior Trust's Investment Valuation Policy can be found on the Disclose Register at <https://disclose-register.companiesoffice.govt.nz/> under Senior Trust's Offer number (OFR12802).

Company Valuation

Company Valuation is a non-GAAP measure. The Company Valuation is used to determine the Share Issue Price and payment of Management Fees to the Manager. The following mechanism will be used to determine, on a consistent basis, the Company Valuation.

On each Valuation Date, the Manager shall calculate the Company Value by taking the Company's gross asset value on that Valuation Date less the aggregate of:

- all liabilities of the Company determined on an accruals basis on that Valuation Date;
- income of the Company which has not been distributed to Shareholders (including income allocated, but not distributed to Shareholders); and
- such other provisions as the Manager thinks necessary or desirable for accrued or contingent liabilities or losses of the Company including a provision for the costs of realisation of any investments and buyback of Shares.

The gross asset value means such sum as is ascertained and fixed by the Manager being the aggregate of:

- the market value of the investments of Senior Trust on that Valuation Day; and
- any income accrued or payable in respect of Senior Trust on that Valuation Day but not included in such market value.

Valuation Basis for Share Issue Price

The Share Issue Price will be the value of a Share as determined by the Board as fair and reasonable to the Company and existing Shareholders. While the Company Value will be a significant factor in the Board's decision on the Share Issue Price, it will not be the only factor the directors will consider. The Board will also consider other factors (such as the price at which Shares are being bought and sold and the terms on which the Shares were issued) in making an assessment of what is fair and reasonable.

Noting and taking into account the above, the value of Senior Trust's Shares as at Valuation Date will be based on the above Company Valuation calculation. The Company Value calculated will be divided by the number of Shares on issue. The Company's aim is to maintain the Share Issue Price at \$1.00. However, this is not guaranteed.

For the current Share Issue Price, please refer to the 'Supplementary Document on the Disclose Register.

Investors can also contact the Manager or Senior Trust at any time to find out the current Share Issue Price.

Valuation Basis Management Fees and Performance Fees

The Company Valuation mechanism will be used to determine the Company Value for the purposes of calculating Management Fees.

Directors, Senior Managers and individual relevant parties

John Jackson (Director)

Appointed 20 December 2019

John has been involved in making investments in the Retirement Village and Aged Care industry for many years. In particular, John has been instrumental in retail offerings for a wide range of commercial property and Retirement Village entities as an adviser, director or manager. He has held senior executive officer positions in a number of financial service organisations including:

- Bayleys Financial Services Limited (a company in which John was also a minority shareholder of at the time of his appointment as Chief Executive Officer). During his time at Bayleys, John was involved in, and advised on, a number of capital-raising assignments for property-related business.
- Vanguard Capital Limited (of which John was a minority shareholder and director) and its wholly owned subsidiary, Vision Securities Limited (of which John was also a director).
- Senior Trust Management (a company wholly owned by a Jackson Family Trust and of which John was a director).

John has been a director of the following companies which issued or managed securities related to Retirement Villages:

- In 2001 - VSL Finance (Waitakere Gardens) Limited issued \$7.750 million secured notes to fund construction at Vision Waitakere Gardens.
- In 2002 - VSL Finance (Dannemora Gardens) Limited issued \$8.450 million secured notes to fund construction at Vision Dannemora.
- In 2008 - Vanguard Investment Management Limited, being the manager of the Senior Retirement Village Trust, Senior Portfolio A (a unit trust) issued \$6.5 million units which were fully repaid.
- In 2009 - Vanguard Investment Management Limited, being the manager of Senior Retirement Village Trust, Senior Portfolio B (a unit trust) issued \$6.37 million units which were fully repaid.
- In 2010 - Senior Trust Management Limited being the manager of Senior Trust Retirement Village Fund Portfolio C (a unit trust) issued \$2.8 million units which were fully repaid (by way of refinance funded by Portfolio D).

- In 2011 - Senior Trust Management Limited being the manager of Senior Trust Retirement Village Fund Portfolio D (a unit trust) issued \$9.3 million units which were fully repaid in cash or refinanced by the Portfolio E unit trust.
- In 2014 - Senior Trust Management Limited being the manager of Senior Trust Retirement Village Fund Portfolio E (a unit trust) issued \$13.4m units.

Scott Lester (Director)

Appointed 20 December 2019

Scott is a qualified Chartered Management Accountant and is also a Member of the Institute of Directors.

Scott has proven governance experience and has held directorships in both public and private entities. Scott has strong experience providing funding to the Retirement Village and Aged Care sector. Scott is the Executive Director of Senior Trust Management Limited and was Executive Director of the Senior Trust Retirement Village Listed Fund (the "Listed Fund"), which was a listed fund on the NZX Main Board. The Listed Fund was a specialist lender to the Retirement Village sector and either met or exceeded the Listed Fund's Targeted Distribution Rate during the life of the Fund. Scott has a strong understanding of the financial sector and the regulatory landscape. Scott's expertise also includes finance, strategic development, governance, marketing, compliance, contract negotiations and stakeholder relations.

Table of Substantial Shareholders and of relevant interests held by directors, managers etc

This is a continuous Offer of Shares. Accordingly, information about substantial Shareholders of Senior Trust, including Shareholdings by directors and managers, is set out in the Supplementary Document' on the Disclose Register (OFR12802).

Other equity securities of Senior Trust

The Company can, under the Constitution, issue to any person at any time, other classes of shares which rank equally with, or in priority to the Shares, including shares which are redeemable or confer preferential rights to distributions of capital or income, without a Special Resolution of Shareholders. However, the Company has no intention to do so as this may have an impact on the Company's PIE status.

Interests of Directors and Senior Managers

The directors have and will receive a director's fee for their services.

Operation of Senior Trust

Board Responsibilities

The Board's core responsibility is providing strong governance, approving and monitoring adherence to Senior Trust's investment objectives, regulatory obligations, risk management and strategy.

The Board understands the importance of, and are committed to, good conduct and culture. Entities can have the strongest risk framework but if they do not have good conduct and culture then practices which are not in the beneficial interest of the Shareholders can still occur.

Compliance is a key area of focus and a standard agenda item at each Board meeting. The Board are familiar with, and have strong understanding of, Senior Trust's regulatory obligations, including its obligations under the Financial Markets Conduct Act, the Financial Markets Conduct Regulations and the Companies Act.

Part of the Board's core responsibilities include monitoring STML's and Senior Trust's performance. This involves monitoring and valuing Senior Trust's investments, assessing portfolio risk, adherence to the investment objectives and ensuring that expenditure by Senior Trust is made on a prudent and appropriate basis.

The Board are responsible for clear, transparent communications with Shareholders and other stakeholders. This includes approving the annual reports, and conducting the annual Shareholders' meeting. The Board also has the responsibility to review the policies and procedures of Senior Trust on an annual basis to ensure they are effective in delivering a strong governance framework.

Indemnity and Insurance

Senior Trust has granted an indemnity to each of its directors to the maximum extent permitted by the Companies Act, Financial Markets Conduct Act and Senior Trust's Constitution. STML may arrange Directors' & Officers' and Statutory Liability insurance for STML and Senior Trust as a managed entity of STML. The insurance costs are split between STML and Senior Trust based on the determined coverage for each entity.

Governance Policies

The Board has adopted a number of policies and procedures governing Senior Trust. Various policy documents are contained on the Disclose Register at <https://disclose-register.companiesoffice.govt.nz/> under Senior Trust's Offer number (OFR12802). Governance documents can also be located at www.seniortrust.co.nz

Managing Conflicts

The Conflicts of Interest and Related Party Transactions Policy sets out the principles and procedures relating to the management of conflicts of interest within Senior Trust. This policy applies to the directors and employees of Senior Trust and all directors, contractors or employees of an outsource entity engaged on behalf of Senior Trust. This policy has been developed in accordance with the requirements of the Companies Act, the Financial Markets Conduct Act and Senior Trust's related policies and procedures.

Senior Trust has engaged STML under the Management Agreement (as described under the heading '**The Manager**' on pages 15 to 16. STML is owned by Dadrew Trust (a Jackson 'Family Trust'). The directors of STML are Scott Lester and John Jackson.

John Jackson is also a director of Senior Trust Capital. Senior Trust Capital invests primarily in Retirement Villages and Aged Care Facilities, by lending to Retirement Villages and Aged Care Facility operators and taking an equity interest. Senior Trust Capital has also engaged STML under a management agreement. John Jackson holds a parcel of shares in Senior Trust Capital.

Senior Trust, Senior Trust Capital and STML do not have all the same directors or shareholders, but the three companies are associated through using STML as manager. Scott Lester and John Jackson are directors of STML. It is expected that some Shareholders may decide to invest in both Senior Trust Capital and Senior Trust.

John Jackson is a director of Senior Trust Capital (and holds a parcel of Shares in Senior Trust Capital). Accordingly, Senior Trust Capital is related to the Company and the Manager.

Senior Trust may enter into co-lending arrangements with Senior Trust Capital or may lend money to a Retirement Village or Aged Care Facility in which Senior Trust Capital has an equity ownership. If Senior Trust enters into a co-lending relationship with Senior Trust Capital, this will be undertaken on arm's length terms and in accordance with a security sharing deed.

Under the Management Agreement, the Manager is tasked with arranging marketing and promotional activity on behalf of Senior Trust.

The Board is aware of the relationship/association between Senior Trust, Senior Trust Capital and STML and ensures that it and STML follows its Conflicts of Interest and Related Party Transactions Policy and that all lending decisions comply with the Company's credit approval and loan monitoring processes. Senior Trust will act in the best interests of the Company.

The Board will act in good faith and in what they believe to be the best interests of Senior Trust, which means;

- exercising their powers for a proper purpose;
- exercising the care, diligence and skill that a reasonable director would exercise;
- not allowing a conflict between a personal interest or a duty that is owed elsewhere and the duty to act in the best interests of Senior Trust;
- not making use of information acquired through being a director in order to gain an improper advantage or cause detriment to the Senior Trust investors; and
- in all circumstances endeavor to exhibit and create a culture of “good conduct”

Senior Trust has entered into a Management Agreement with STML. STML is owned by Dadrew Trust (a Jackson Family trust). A Management Fee is payable to STML and is further described under the heading '**The Manager**' on page 15. While STML's costs are not reported to Senior Trust, the intent of the Management Fee is to cover the costs of STML's work in managing Senior Trust.

The amount of the Management Fee in subsequent financial years will vary with the amount of capital that Senior Trust raises, any changes in the value of the underlying assets and the costs incurred to operate Senior Trust.

The Board currently has fixed director fees at \$36,000 plus GST (if any) per year for each director. All directors and industry advisers are entitled to be reimbursed for all reasonable travel, accommodation and other expenses that they incur when carrying out their Board duties.

Interest of Directors and Senior Managers		
Name	Position	Directors Fees (\$ p/a)
John Llewellyn Jackson	Director	36,000
Scott Daniel Lester	Director	36,000

Senior Trust does not have any employees.

As noted above, Senior Trust may enter into co-lending arrangements or may lend to Retirement Villages or Aged Care Facilities which Senior Trust Capital invests in or lends to. Senior Trust may also refinance loans, which involve Senior Trust Capital, which means that Senior Trust will then become the only lender or a co-lender to that Retirement Village or Aged Care Facility.

The interests of the directors in the various legal entities discussed in this PDS are also explained above including under section headed '*The Manager*' on page 15.

Other Material Governance Disclosures

There are no other material governance disclosures.

3. Purpose of the Offer

Planned Use of Funds Raised

The purpose of this Offer is to raise money to enable us to:

- Lend money to operators of existing and new Retirement Village and Aged Care Facilities as determined by the Manager.
- Meet the operating costs of Senior Trust, including Management Fees, brokerage fees, accounting, audit, legal, insurance, marketing and promotion and directors' fees and other costs as incurred from time to time.

Further information about Senior Trust and what it does is set out in Section 2 of this PDS from page 10.

The use of the money will not change depending on the total amount that is raised.

Minimum Amount to be Raised

There is no minimum amount which is required to be raised under this Offer.

Offer Not Underwritten

This Offer is not underwritten by any party.

4. Key Dates and Offer Process

Key Dates

The intended key dates for the Offer are:

Offer Closes	There is no closing date
Allotment of Shares From Offer	Subsequent allotments will occur at least once monthly or at the discretion of STML on each Valuation Date.
Distribution Dates	The last day of each Calendar Quarter.

This timetable is indicative only and the dates may change. Senior Trust reserves the right to withdraw the Offer at any time.

5. Terms of the Offer

The table below sets out the terms of the Offer.

What is the Offer?	The Offer is an offer of new ordinary Shares in Senior Trust. Further information in respect of the Shares can be found in Section 6, Key Features of the Shares , on page 28 and in Senior Trust’s Constitution, which can be found on the Disclose Register at https://disclose-register.companiesoffice.govt.nz/ under Senior Trust’s Offer number (OFR12802).
Key Dates	This Offer opened on 27 January 2020. This is a continuous Offer of Shares. See Section 4, Key Dates and Offer Process , on page 26 for information about the key dates of the Offer.
Share Issue Price	The initial Offer price for the first allotment of Shares was \$1.00 per Share. The Share Issue Price is not fixed (and there is no indicative range within which the price may be fixed). The price at each Valuation Date will be the value of a Share as determined by the directors as fair and reasonable to Senior Trust and the existing Shareholders. While the Company Value will be a significant factor in the directors' decision on the Share issue price, it will not be the only factor the directors will consider. The directors will also consider other factors (such as the price at which Shares are

	<p>being bought and sold and the terms on which the Shares were issued) in making an assessment of what is fair and reasonable. The assumptions used by Senior Trust to price this Offer are set out below under the heading 'Offer Price Basis' on page 28.</p> <p>No brokerage or commission is payable by you under the Offer, and once you pay for your Shares you have no obligation to make further payments to Senior Trust in relation to subscription.</p>
<p>Applications</p>	<p>An Application is an offer by you to subscribe for Shares on the terms and conditions set out in this PDS (including any replacement of it), on the Disclose Register (at https://disclose-register.companiesoffice.govt.nz/ under Senior Trust's Offer number (OFR12802)) and the Application Form. By submitting an Application Form, you irrevocably agree to subscribe for the Shares on those terms, including the then current Share Issue Price.</p> <p>The initial minimum application is for \$1,000.</p>
<p>Allotment of Shares</p>	<p>Holding statements will be sent to all successful Applicants after the Shares have been allotted.</p> <p>The Share Register for Senior Trust is maintained by STML. Senior Trust may choose to use another share registrar in the future</p>
<p>Senior Trust's Discretion Relating to the Offer</p>	<p>The Offer may be withdrawn by Senior Trust at any time.</p> <p>Senior Trust reserves the right to close the Offer, extend the Offer, reject any Application or accept any Application in part only, without providing any reason for doing so.</p>
<p>Refunds</p>	<p>Money received in respect of Applications which are declined in whole or in part will be refunded in whole or in part (as the case may be). Refunds will be paid to unsuccessful Applicants within five Business Days after an Application has been declined. Interest will not be paid on any Application Monies refunded to Applicants.</p>
<p>Transfer and Sale of Shares</p>	<p>At this time, there is no developed market for selling your Shares and you may not be able to sell your Shares when you want to or for a fair price.</p> <p>Senior Trust intends to match Shareholders who are looking to sell their Shares with new Shareholders. This means you may be able to sell your Shares if there are interested buyers. Senior Trust has also entered into an arrangement with the Manager which allows the Manager to repurchase Shares under certain circumstances. In addition, the Company may buyback your Shares in accordance with the requirements of the Companies Act. In every case, you should note that approval of any transfer, repurchase or buyback of Shares is not guaranteed and you may get less than you invested. The price will depend on the demand for the Shares. Any sale of Shares must comply with Senior Trust's Constitution and all applicable laws and all transfers, repurchases or buybacks are at the discretion of the Manager and/or the Company.</p> <p>Further information on trading your Shares is set out in Section 6 Key Features of the Shares, under the title Trading your Shares on page 29.</p>

Offer Price Basis

The initial Share Issue Price under the Offer was set at \$1.00. The Share Issue Price will be determined based on the Company's valuation approach. More information about the Company's valuation approach is set out under the heading '**Valuation**' on pages 19 to 21.

For the current Share Issue Price, please refer to the 'Supplementary Document' which can be located in 'Offer Documents' on the Disclose Register. Investors can also contact the Manager at any time to find out the current Share Issue Price.

6. Key Features of the Shares

Dividend Policy

The returns to you from an investment in Shares will be derived from distributions from the Company (noting that it is the Company's aim to maintain the Share price at \$1.00).

The initial Targeted Distribution Rate of 6% per annum (before tax) (**Targeted Distribution Rate**) on each Share is an amount equal to a before tax return on the Share Issue Price of each Share at a rate determined by the Board. The Company and Manager aim to deliver the Targeted Distribution Rate by considering the Targeted Distribution Rate as one of the factors when setting the rate of interest on loans made to borrowers. However the Targeted Distribution Rate of return is only a target and is not promised by any person. Prospective Shareholders should be aware that actual distributions may be more or less than the Targeted Distribution Rate. The Senior Trust website www.seniortrust.co.nz will state the current Targeted Distribution Rate which may be amended at any time.

Also, investors can contact the Manager to find out the current Targeted Distribution Rate or prior rate at which distributions were paid. Some dividend information for past Distribution Periods will also be contained in the 'Supplementary Document' in 'Documents' on the Disclose Register. This information will be displayed on the Senior Trust website as a record of distribution performance.

The Manager will make distributions of income quarterly within 14 days of 31 March, 30 June, 30 September and 31 December in each year (each a Distribution Date). Each distribution will take consideration of the net income of the Company for the three months (or in the case of the first Distribution Date, such shorter period) ending on the relevant Distribution Date (a Distribution Period) but will not be the only factor. The actual amounts distributed in respect of each Distribution Date (if any) will be set by the Company (following advice from the Manager), which will give prudent consideration to the Company's future liquidity requirements. The Manager will also consider other factors before recommending any distribution amount to the Board.

With the exception of Shares that are first issued during the relevant Distribution Period, each Shareholder who holds Shares on a Record Date will be entitled to the full distribution for the relevant Distribution Period. However, Shareholders to whom Shares are first issued during the Distribution Period will only be entitled to a distribution in proportion to the number of Shares held on the Record Date and the number of days during such Distribution Period on which each such Share was held.

The Company may also distribute surplus cash to Shareholders if, in the Board's discretion, the amount of cash in the Company is in excess of the cash it should prudently retain in the Company for working capital and contingencies. Any such distribution of cash will be made as and when the Company so determines, following advice from the Manager.

Senior Trust is the entity legally liable to pay any dividends or other distributions declared on your Shares. However, payment of dividends is at the sole discretion of the Board, are not guaranteed by Senior Trust, the Manager, or any director or other officer or related party, and will only be declared if the Company meets appropriate solvency requirements.

More information about Senior Trust's financial information and dividends is referred to in Section 7 of this PDS on page 30.

Potential returns from Shares

Any gains you receive from the sale of Shares are dependent on the price you receive for the Shares. This may be different to the current Share Issue Price. These two values may not be the same for prolonged periods of time (e.g. the Shares may trade at a discount to the Share Issue Price) and this may affect your returns.

You are not promised any returns. The amount of returns payable to you cannot be quantified as at the date of this PDS. Neither STML, Senior Trust, nor any other person guarantees the Shares or any returns.

Other key features of the Shares

Other key features of the Shares are set out in Section 5 of this PDS under the heading '*Terms of the Offer*'.

Trading Your Shares

Senior Trust does not intend to quote these Shares on a market licensed in New Zealand and there is no other established market for trading them. This means that you may not be able to sell your Shares.

A full description of how you may trade your Shares can be found under the heading '*Share Transfer / Repurchase / Buyback Process*' on page 17.

No Established Market

While the Company has endeavoured to provide liquidity to Shareholders in certain circumstances as described in this PDS, Shareholders should be aware that there is no established market for the Shares. It is entirely at the discretion of the Manager and/or the Company whether to approve a transfer, repurchase or Buyback Request. There is no guarantee that any request will be approved and there is no guarantee as to the price you will receive for your Shares should a transfer, repurchase or Buyback Request be actioned.

Under the Companies Act, your Shares could be cancelled by Senior Trust through a reduction of capital, share buy-back or other form of capital reconstruction. Under certain circumstances, if your rights are affected by an action approved by a Special Resolution of Shareholders, you may require Senior Trust to purchase your Shares.

Insolvency

You will not be liable to pay any money to any person as a result of the insolvency of Senior Trust, while all creditors (preferred, secured and unsecured) of Senior Trust will rank ahead of Shareholder claims if Senior Trust is liquidated. After all such creditors have been paid, any remaining assets will be available for distribution between all Shareholders who will rank equally among themselves. In the case of liquidation, there may not be sufficient surplus assets to enable you to recover all or any of your investment.

7. Senior Trust's Financial Information

Our financial information can be found on the Disclose Register at <https://disclose-register.companiesoffice.govt.nz/>, offer number OFR12802 filed under either "financial information" or "other material information" (as applicable) and may be included in a document entitled "*Information incorporated by reference in Product Disclosure Statement for an offer of ordinary shares in Senior Trust Retirement Village Income Generator Limited*".

If you do not understand any financial information provided by Senior Trust, you can seek advice from a financial adviser or an accountant.

Financial Performance

Senior Trust will derive the majority of its revenues from lending money in the form of loans to the entities that own and operate Retirement Villages and Aged Care Facilities. Senior Trust's policy and approach in respect of the valuation of its Shares and its portfolio is set out in Section 5, '*Terms of the Offer*', on page 26.

The majority of Senior Trust's expenses relate to payments (both paid and accrued) to STML for management services, including Management Fees (which are paid monthly in arrears). Other costs include operational costs, brokerage fees, and marketing and directors' fees. Additional information about operating costs, including the Management Fee, can be found in Section 2, '*Costs of Operating Senior Trust*', commencing on page 19.

No Prospective Financial Information

There is no prospective financial information in this PDS. The Board has, following careful consideration and after due enquiry, concluded that the provision of prospective financial statements would be likely to mislead or deceive potential investors with regard to particulars that are material to the Offer. The Board believes that it is not practicable to formulate reasonable assumptions on which to base prospective financial statements.

The principal issue facing the Board in respect of forecast prospective financial information relates to the significant challenges of being able to accurately forecast the level of activity and investor inflows. Specifically, Senior Trust does not know the lending mix and the amount and timing of any investment.

The objective is to provide Shareholders with a consistent, reliable and attractive return. However there is also the risk of a partial or full loss of any capital invested.

8. Risks to Senior Trust’s Business and Plans

Risk Overview

You should consider whether the degree of uncertainty about the Company's future performance and returns is suitable for you. The Company considers that the most significant risk factors that could affect the value of your Shares and any distributions you may receive, are provided below.

Information about the Company's current loans is set out in the '*Table of Loans*' document on the Disclose Register at <https://disclose-register.companiesoffice.govt.nz/> under Senior Trust’s Offer number (OFR12802). This information provides an update on the current position of the loan and will therefore help prospective investors to assess the likelihood and magnitude of many of the risks described below as it relates to each loan and the loans in aggregate, including concentration risk, security position risk, credit risk and development risk.

Investment in Senior Trust is by its nature not suitable for all investors.

We recommend you seek professional financial advice before making any investment decision.

Material Risks

Risk	Concentration Risk
Nature of risk	Concentration risk is the risk that arises where the assets of the Company are concentrated in a very limited type and/or a small number of assets.
Magnitude	This is particularly significant for the Company because its assets will be concentrated. That is, they comprise a small number of loans to privately owned Retirement Village and Aged Care Facilities. This means that a failure or unfavourable performance of any one or more individual investments, or increased competition for privately owned Retirement Villages and Aged Care Facilities, or downturn in the residential property market generally are likely to have a significant adverse impact on the performance of any loans we have made and, as a consequence, the Company's ability to pay the targeted returns to our Shareholders and preserve Shareholders' capital.
Mitigation	<p>The steps we take to manage this risk include some or all of the following:</p> <ol style="list-style-type: none"> 1. Focussing on investing in Retirement Village and Aged Care Facilities where the operator or wider team / network have a track record of proven performance and who have a material stake in the entity. 2. Focussing on investing in Retirement Village and Aged Care Facilities situated in locations with proven demographic demand.
Likelihood	This risk exists because the Company's assets are concentrated. We consider it 'possible' that this risk might occur. If this risk arises the impact on the Company's ability to pay the targeted returns to our Shareholders and preserve Shareholders' capital would be 'moderate' to 'severe', depending on the number of investments affected and the extent of the downturn, failure or adverse financial performance. This means that we classify the concentration risk as medium to high

Risk	Security Position Risk
Nature of Risk	Security position risk is the risk that the Company's security for a loan ranks behind money owed to other prior ranking security holders in a liquidation or other insolvency event, which means that the Company is less likely to receive repayment of its loan should the borrower experience an insolvency event.
Magnitude	<p>This is particularly significant for the Company because:</p> <ol style="list-style-type: none"> 1. When we invest by lending money to the operators of Retirement Village and Aged Care Facilities, these loans rank behind the statutory supervisor (for registered Retirement Villages) (if any) and any prior security rights of another financier(s) such as a bank (if any). This means that if the operator gets into financial difficulties, we will not be paid until the statutory supervisor (if any) or other prior financier(s) (if any) have been paid in full. 2. Where there is more than one lender taking security, prior-ranking security holders may also restrict us from exercising our security and/or reduce the payments we can receive from the operator under the terms of a priority and subordination agreement.
Mitigation	<p>The steps we take to manage this risk include some or all of the following:</p> <ol style="list-style-type: none"> 1. We carefully assess the nature and level of security taken over the Retirement Village or Aged Care Facility to ensure that, in our view, there is sufficient capital available to meet the rights of all security holders and we will only take a security position that we expect sufficiently protects our Shareholders' interests. 2. We lend to Retirement Village and Aged Care operators that have what we consider is a material stake in the business which means there is less risk of there being insufficient capital in the business to repay a loan. 3. We conduct extensive due diligence including assessing credit risk and the nature of any prior ranking securities.
Likelihood	<p>This risk exists because the Company has security which ranks behind other financiers and/or a Statutory Supervisor. This risk will only arise where the borrower experiences an insolvency event and there are insufficient funds to repay our loan(s). We consider it 'possible' that this could occur. If these circumstances were to arise, the impact on the Company's financial position or performance and its ability to achieve its objectives would be 'moderate' to 'severe', depending on the number and value of investments affected. This means that we classify the security risk as medium to high.</p>

Risk	Credit Risk
Nature of Risk	Credit risk is specifically the risk that a borrower of money from the Company is unable to pay the agreed interest and/or to pay the principal back when due.
Magnitude	<p>This is particularly significant for the Company because all (or most) of its assets will consist of loans made to the operators of Retirement Village and Aged Care Facilities. This means that if the relevant borrower was unable to pay the agreed interest or to repay the principal when due, our ability to provide returns for our Shareholders and to achieve our objectives would be impaired.</p>

Mitigation

The steps we take to manage this risk include some or all of the following:

1. Focussing on lending to operators with a track record of business performance and who have a material stake in the entity.
2. Undertaking extensive due diligence including assessing credit risk and the nature of any prior ranking securities.
3. Ensuring any loans comply with the Company's lending criteria.
4. Closely monitoring the performance of the entity and loan repayments.
5. Refinancing the term of the loan, or enforcing our loan, if necessary. Refinancing a loan carries its own risks in that the possibility of future default increases.

A more detailed description of our credit approval process, loan monitoring and our approach, is set out in Section 2 under the heading *Senior Trust and What it Does* commencing on page 10.

Likelihood

On that basis, we consider it 'possible' that these circumstances might arise. If these circumstances were to arise, the impact on the Company's financial position or performance and its ability to achieve its objectives would be 'moderate' to 'severe', depending on the number of investments affected. If a borrower were to experience a Default, the impact would be considered as medium to high. Please visit the Disclose Register at <https://disclose-register.companiesoffice.govt.nz/> under Senior Trust's Offer number (OFR12802) for more information regarding the current status of the Senior Trust loans.

Risk	
Nature of Risk	<p>Investment Opportunity Risk</p> <p>Investment Opportunity risk is the risk that the Manager is unable to source any (or sufficient) lending opportunities that meet the lending criteria of the Company and/or does not have the available cash resources at the appropriate time to fund the opportunities. This will impact the Company being able to meet its objectives</p> <p>The Company may also invest in any debt security issued by a New Zealand registered bank or any other rated institution that has a credit rating of at least BBB from Standard & Poors (or an equivalent rating from another internationally recognised rating agency), however such investment would likely generate lower returns than a loan to a Retirement Village or Aged Care Facility operator.</p>
Magnitude	<p>If this risk arises there may be a material impact on the return to Company which could affect the Targeted Distribution Rate.</p>
Mitigation	<p>The measures undertaken to manage this risk include some or all of the following:</p> <ol style="list-style-type: none"> 1. Positioning Senior Trust as the specialist lender to the Retirement Village and Aged Care Facility sector. The intention is to increase the volume of enquiries from potential borrowers who are seeking to cater for the increasing numbers of New Zealanders entering retirement. 2. Within lending criteria, being able to provide the borrower long term funding which will have the potential to benefit the development project by providing continuity of funding. 3. Where possible, matching Company subscription inflows against lending opportunities. 4. The Company also can borrow funds in accordance with the borrowing policy (which can be located on the Disclose Register at https://disclose-

register.companiesoffice.govt.nz/ under Senior Trust's Offer number (OFR12802). It is noted that this also provides a material risk as the lender to the Company will be granted a security interest over the Company and therefore has the right, under certain circumstances, to take enforcement action against the Company which might in turn impact on the Company's ability to pay its liabilities and to pay distributions to Shareholders.

A more detailed description of our credit approval process, loan monitoring and our investment approach is set out in Section 2 under the heading '*Senior Trust and What it Does*' commencing on page 10.

Likelihood On that basis, we consider it 'possible' that this risk might arise. If these circumstances were to arise, the impact on the Company's ability to pay the Targeted Distribution Rate could be material.

Risk	Refinancing Risk
Nature of Risk	Refinancing Risk is the risk that a borrower cannot refinance the Company's loan by borrowing to repay the loan, when due.
Magnitude	This is particularly significant for the Company because all (or most) of its assets consist of loans made to the operators of Retirement Village and Aged Care Facilities where the borrower is planning to refinance residual debt at the maturity of the loan.
Mitigation	<p>The steps we take to manage this risk include some or all of the following:</p> <ol style="list-style-type: none"> 1. By undertaking due diligence on all lending opportunities, we can assess whether the Retirement Village or Aged Care Facility operator will be able to repay the existing loan through the sale of occupation licences or residential units. 2. By selecting Retirement Villages and Aged Care Facility operators who adhere to our investment philosophy, we strengthen the prospect of the borrower being able to refinance. 3. By taking into account the financial resources of the borrower, this may enable the loan to be repaid by an injection of equity from the shareholders of the Retirement Village or Aged Care Facility operator.
Likelihood	<p>On that basis, we consider it 'possible' that this risk might arise. If the circumstances were to arise, the impact on the Company's financial position or performance and its ability to achieve its objectives would be 'moderate' to 'severe', depending on the number of investments affected. The Company may allow a Retirement Village or Aged Care Facility operator to refinance prior to maturity if it is in the commercial interests of our Shareholders. A partial refinance may enable an increase in the interest rate charged to the borrower, if other security interests now rank ahead of those held by the Company. However in all cases the maximum amount of debt including prior ranking charges must not exceed 75% of the independently assessed value of the asset charged.</p> <p>Break fees may also be payable to the Company in the event of an early refinance.</p>

Risk	Liquidity Risk
Explanation	Liquidity risk is the risk that the Company does not have sufficient cash to pay its liabilities when due.
Magnitude	This is particularly significant to the Company because, given that interest on loans is the Company's primary source of revenue, its ability to pay its liabilities and to pay distributions to Shareholders would be adversely affected by any payment default which is not expected to be remedied without taking enforcement action, or reduced liquidity of, a Retirement Village or Aged Care operator borrower, which affected their ability to pay interest on a loan made to them by the Company.
Mitigation	<p>The steps we take to manage this risk include some or all of the following:</p> <ol style="list-style-type: none"> 1. Having access to sufficient cash if needed to assist with cash flow demands of making new loans. 2. Ensuring that operators have consistent and quality cash flows so that they can meet their obligations. 3. The Board and Manager monitoring the cashflow requirements of the Company to address liquidity concerns. The Company plans to maintain cash holdings to assist with Share repurchase transactions and to meet the expenses of the Company. <p>A more detailed description of our credit approval process, loan monitoring and our investment approach, is set out in Section 2 under the heading '<i>Senior Trust and What it Does</i>' commencing on page 10.</p>
Likelihood	On that basis, we consider it possible that these circumstances (including both Liquidity Risk and the risk incurred by the Company when it borrows funds) might arise. If these circumstances were to arise, the impact on the Company's financial position or performance and its ability to achieve its objectives would be 'moderate' to 'severe'.

Risk	Development Risk
Explanation	Development risk is where a new business or property under development is more likely to fail than an existing business with a proven track record.
Magnitude	This could be significant to the Company because it is expected that a significant proportion of our loans will be made to operators of Retirement Villages and Aged Care Facilities whose facilities are in the process of being expanded or developed.
Mitigation	<p>The steps we take to manage this risk include some or all of the following:</p> <ol style="list-style-type: none"> 1) Having a well-resourced management team with experience in monitoring developments. 2) Access to industry expertise to call on if required. 3) Requiring strong evidence of market support before agreeing to lend, and detailed and timely marketing reports to assess the selling environment and the number of sales made against the target.
Likelihood	On that basis, we consider it 'possible' that this risk might arise. If these circumstances were to arise, the impact on the Company's financial position or performance and its ability to achieve its objectives would be 'moderate' to 'severe'.

Risk	People and Capability Risk
Explanation	People and capability risk is the risk that key directors and/or senior managers may leave or may select investments that may adversely affect our financial performance.
Magnitude	<p>This is significant for the Company because when you invest with us, you will be putting your trust in the ability of our directors and STML, who have wide discretion to select and manage investments that they consider will enable us to provide returns for our Shareholders and to achieve our objectives.</p> <p>Our directors who make investment decisions have extensive experience and expertise in the Retirement Village and Aged Care industry that they use to make sound investment decisions. You will not have any opportunity to control our day-to-day operations, including any investment or selling decisions.</p>
Mitigation	<p>The steps we take to manage these risks include:</p> <ol style="list-style-type: none"> 1. Appointment of personnel with relevant specific skills. 2. Independent professional development for directors and senior managers.
Likelihood	On that basis, we consider it 'possible' that these circumstances might arise. If these circumstances were to arise, the impact on our financial position or performance and our ability to achieve our objectives would be 'moderate' to 'severe', depending on the number of investments affected. This means that we classify the people and capability risk as medium to high.

Materiality

The risks set out in this section are not exhaustive and only reflect the risks which the Board, at the time, consider to be material, and those that are likely to significantly increase the risk to Senior Trust's financial position, financial performance and plans.

Personal Circumstances

These risks and this PDS in general do not take into account your own personal circumstances, financial position or investment requirements. Before making a decision to apply for Shares, you should consult your financial adviser.

9. Tax

Tax can have significant consequences for investments and can affect your return from the Shares. If you have any queries relating to the tax consequences of the investment, you should obtain professional advice on those consequences.

We are a PIE, which means that investors pay tax based on their individual PIR. You should be aware that if the rate applied to your PIE income is lower than your correct PIR, you will be required to pay any tax shortfall as part of the income tax year-end process. If the rate applied to your PIE income is higher than your PIR, any tax over-withheld will be used to reduce any income tax liability you may have for the tax year and any remaining amount will be refunded to you.

If you have queries relating to the tax consequences of investing in Senior Trust then you should obtain professional advice on those consequences.

10. Where You Can Find More Information

Disclose Register

Further information relating to Senior Trust and the Shares (for example, Senior Trust's Constitution and financial statements) is available on the Disclose Register at <https://disclose-register.companiesoffice.govt.nz/> under Senior Trust's Offer number (OFR12802). A copy of the information on the Disclose Register is available on request to the Registrar of Financial Service Providers.

Companies Office

Further information relating to Senior Trust is also available on the public register of the Companies Office. This information can be accessed on the Companies Office website at www.business.govt.nz/companies under Senior Trust's company number (7861299).

Website

Various policy documents and other information on Senior Trust can be found on Senior Trust's website at www.seniortrust.co.nz

Shareholder Communications

Each year an annual report is produced to disclose the investments made during the year and assessments of the value of our assets and the Company Value of Senior Trust. The annual report will be delivered to Shareholders electronically not less than 20 working days before each annual Shareholder meeting, which is held before the end of September each year.

While we will endeavour to keep costs down and efficiency high by using electronic means to communicate, we also provide written copies of material to any investors who request this service, free of charge.

Contact details for Senior Trust can be found in Section 12 of this PDS on page 39.

11. How to Apply

Before You Apply

If you are considering subscribing for Shares in Senior Trust under the Offer outlined in this PDS, we believe it will be prudent for you to undertake the following steps prior to submitting your Application:

- Read this PDS and the Supplementary Document;
- Read the additional information available on the Disclose Register at <https://disclose-register.companiesoffice.govt.nz/> under Senior Trust's offer number (OFR12802); and
- Take financial, taxation and other advice from an expert.

Investment in Senior Trust is by its nature not suitable for all investors.

We recommend you seek professional financial advice before making any decision to invest in the Shares.

How to Apply for Shares in the Offer

You can apply for Shares in the Offer as follows:

- You may apply on-line at www.seniortrust.co.nz/apply; or
- You may fill in the Application Form at the end of this PDS and return it to Senior Trust.

For both of the Application methods outlined previously, you must also make full payment for the Shares and provide any necessary documents required by us under the Anti-Money Laundering and Countering Financing of Terrorism Act 2009 and the Foreign Account Tax Compliance Act (Fatca – USA) or Common Reporting Standards (CRS) (if required).

Your Application must be accompanied by full payment for the total value of Shares applied for. This can be paid by one-time direct credit.

More information on the Application process can be found accompanying the Application Form on page 44 of this PDS.

If you require any further information or assistance with the Application process, please email info@seniortrust.co.nz

Application Fees

You are not required to pay any charges or fees to STML or Senior Trust in relation to the Offer.

Anti-Money Laundering Requirements

Senior Trust is required to comply with the Anti-Money Laundering and Countering Financing of Terrorism Act 2009. Senior Trust will use electronic verification (or other methods as required) as our primary means of vetting new investors in the Offer and will seek the permission of new investors to undertake verification of certain personal information as part of the Application process. STML will contact you if we cannot verify your identity by electronic means in order to obtain identification documents that meet our compliance requirements. If we are unable to satisfactorily complete our verification process, we will not be able to allot you the Shares which you have applied for.

Common Reporting Standard and FATCA

Senior Trust is required to comply with the due diligence requirements of the Foreign Account Tax Compliance Act (USA) and Common Reporting Standard by Inland Revenue. As a Reporting New Zealand Financial Institution, Senior Trust will collect information regarding an Applicant's tax residency and Tax Identification Number(s) (in New Zealand this is an Applicant's IRD number). This information may be shared with Inland Revenue as required.

12. Contact Information

Senior Trust Retirement Village Income Generator

Senior Trust Retirement Village Income Generator

The Directors

Level 1/20 Beaumont Street,

Freemans Bay,

Auckland 1010

Email: info@seniortrust.co.nz

Telephone: 0800 609 600

Website: www.seniortrust.co.nz

Senior Trust Management Limited

Senior Trust Management Limited

The Directors

Level 1/20 Beaumont Street,

Freemans Bay,

Auckland 1010

Email: info@seniortrust.co.nz

Telephone: 0800 609 600

Share Registrar

Senior Trust's Share Register is administered by Senior Trust Management Limited

Senior Trust Management Limited

48 Te Koa Road, Panmure

Auckland, 1072

Email: info@seniortrust.co.nz

Telephone: 0800 609 600

13. Glossary of Terms

Term	Definition
\$	Means New Zealand dollar
Aged Care Facility	Aged Care Facilities may not be registered Retirement Villages but are usually associated with a registered Retirement Village or a facility that intends to register. Aged Care Facilities are licensed by the relevant District Health Board (DHB) and provide care on the basis of an age-related residential care contract with the DHB. This may include swing beds which are licensed by a DHB for use by the general public. Aged Care has a corresponding meaning.
Application	Means an application for Shares pursuant to this PDS and Applicant shall have a corresponding meaning.
Application Form	Means the Application Form accompanying this PDS.
Auditor	Means William Buck Audit (NZ) Limited
Board	Means the board of directors of the Company from time to time.
Business Day	Means any day (other than a Saturday or Sunday) on which banks in Auckland are open for business.
Buyback Price	Means the Share Issue Price as at the relevant date on which a Share is repurchased by the Company.
Buyback Request	Means a request by a Shareholder for the Company to repurchase his/her/its Shares, as further described under the heading Share Repurchase Process on page 17.
Calendar Quarter	Means the four quarters of a calendar year beginning on 1 January, 1 April, 1 July and 1 October.
Company	Means Senior Trust Retirement Village Income Generator Limited.
Companies Act	Means the Companies Act 1993 as amended or replaced from time to time.
Company Value	The company value is determined by taking the gross asset value of the Company and deducting all liabilities of the Company. This is used to determine the Share Issue Price as further described under the heading ' Valuation ' on pages 19 to 21.
	Company Valuation shall have a corresponding meaning.

Constitution	Means the Constitution of the Company dated 10 January 2020 and any replacement or amended Constitution from time to time.
Disclose Register	Means the public register of offers under the Financial Markets Conduct Act.
Default	Specifically means a payment default which is not expected to be potentially remedied without taking enforcement action.
Distribution Date	Means the last day of each Calendar Quarter.
Distribution Period	Means each Calendar Quarter.
FCV	Means future completed value.
Final Offer Close Date	There is no closing date for this Offer. This is a continuous offer of Shares.
Financial Markets Conduct Act	Means the Financial Markets Conduct Act 2013 as amended or replaced from time to time.
Financial Markets Conduct Regulations	Means the Financial Markets Conduct Regulations 2014 as amended or replaced from time to time.
Funding Agreement	Means the funding arrangement to enable the Manager to purchase Shares in the Company in accordance with the terms of the Funding Agreement (as further described on page 17).
Gross Asset Value	<p>Means the gross asset value means, in respect of the Company, and in respect of each Valuation Date, such sum as is ascertained and fixed by the Manager being the aggregate of:</p> <ul style="list-style-type: none"> ➤ the market value of the Company's investments on that Valuation Date; and ➤ any income accrued or payable in respect of the Company on that Valuation Date but not included in such Market Value.
Loan to value ratio or LVR	Includes all pari passu and prior ranking security (but excludes all fully subordinated indebtedness). Value includes both Retirement Village and Aged Care Facility assets and Other Assets.
Management Fee	Means the fees payable to the Manager as set out in this PDS.
Manager	Means Senior Trust Management Limited.
Offer	Means this offer of ordinary Shares in the Company.
Other Assets	Assets offered by the borrower (and/or a guarantor) as security for

the loan which are not related to Retirement Villages and/or Aged Care Facilities. These assets are included as security for the purpose of identifying whether the borrower is within the 75% LVR.

PDS	Means this product disclosure statement.
PIE	Means a Portfolio Investment Entity.
Prescribed Investor Rate or PIR	Means the rate a Shareholder has or may elect under the Income Tax Act 2007 in relation to income allocated to them by a PIE.
Record Date	Means the "cut-off" date used to determine which Shareholders are entitled to a dividend. In respect of any relevant Distribution Period, this is 5pm on the last Business Day of that Distribution Period.
Retirement Village	<p>Means residential accommodation which may include a range of services options intended for use by persons above a defined age (a village). A Retirement Village includes:</p> <ul style="list-style-type: none"> ➤ a registered retirement village under the Retirement Villages Act. ➤ a village providing lifestyle, resort-style living or other forms of accommodation for persons over the age of 55, with or without associated services, which may or may not be registered under the Retirement Villages Act. <p>Retirement Villages may include any of the following:</p> <ul style="list-style-type: none"> ➤ a fully developed Retirement Village; ➤ a partially developed Retirement Village which has further development plans, and includes its associated development or expansion activity; ➤ a Retirement Village development underway; and ➤ bare land which is intended for the development of a Retirement Village. <p>For the last two categories, the development plans may be such that common facilities or related facilities (such as Aged Care Facilities or hospitals) may be constructed prior to, during or after the Retirement Village element of the development.</p>
Retirement Villages Act	Means the Retirement Villages Act 2003 and its related legislation as amended or replaced from time to time.
Senior Trust Capital	Means Senior Trust Capital Limited, a related company of the Manager and the Company.

Share	Means a Share in the Company.
Shareholder	Means a person for the time being registered in the Share Register as the holder of a Share and includes persons jointly registered or entities.
Share Issue Price	Means the issue price per Share, calculated in accordance with the disclosure under the heading <i>How pricing of our Shares is fixed</i> on page 4.
Share Register	Means the register of Shareholders.
Special Resolution	Means a resolution of at least 75% of the Shareholders entitled to vote and voting on the matter.
Supplementary Document	Means the document entitled ' <i>Supplementary Document - Information incorporated by reference in Product Disclosure Statement for an Offer of ordinary shares in Senior Trust Retirement Village Income Generator</i> ', which can be located in 'Offer Documents' on the Disclose Register (OFR12802).
Targeted Distribution Rate	Means the distribution rate targeted by the Board, from time to time.
Valuation Date	While this Offer is open, a Valuation Date is each day on which Shares are issued. Shares will be issued at least once during each calendar month (by the last Business Day of the month).
We, us, our	Means the Company or the Manager, as the context requires.

Application Form

Senior Trust Retirement Village Income Generator Limited (“the Company”)

Having received and read the current Product Disclosure Statement (PDS) dated November 3 2023, I/We hereby apply for ordinary Shares in the Company as set out below, upon the terms and conditions of the registered PDS.

A. APPLICANT DETAILS (as appears on Drivers Licence or Passport)

First name(s):		Surname:	
Street Address		DOB	
First name(s):		Surname:	
Street Address		DOB	
First name(s):		Surname:	
Street Address		DOB	
Company / Trust / Account Designation			
Postal address			
City:	Postcode:	Country:	
Telephone	Mobile:	Home / Daytime:	

B. APPLICATION & PAYMENT

I wish to purchase Shares for the following NZ\$ Amount:

\$

Applications to subscribe for Shares must be accompanied by payment in the correct amount.

The minimum amount you can apply for is \$1,000 and then in multiples of \$1,000 thereafter.

PAYMENT is made by a One Time Internet banking transfer to the following account. Please use your name as a reference:

Income Generator Applications Bank Account 02-0108-0504403-00

QUARTERLY DISTRIBUTIONS: Please provide **YOUR** bank account for Senior Trust to make the Quarterly Distribution

PLEASE NOTE: No distribution payments will be made by cheque. Payments will be withheld until such time as a bank account is provided

Name of Bank

Name of Account:

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--	--	--

Bank

Branch

Account Number

Suffix

C. SHAREHOLDER NUMBER (SN)

If you have a SN for any other securities you hold which is in the exact same name as this application, please enter it here. If you do not have a SN, leave the space blank and you will be allocated a **Holder Number** when your Shares are allotted.

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D. ELECTRONIC COMMUNICATIONS

I agree to receive my communications via email at my email address provided below:

E. IRD NUMBER (Both IRD numbers are required in respect of a joint application, or for a Trust or Company, its IRD number)

Applicant #1: IRD Number

Applicant #2: IRD Number

Please tick this box if you hold a **RWT exemption certificate** from the IRD and attach a **copy** of your RWT exemption certificate.

Please tick this box if you are a non- resident for NZ tax purposes; under the Income Tax Act 2007, you will be treated as a NZ tax resident unless this box is ticked. Please advise the Country you are a Tax Resident of if not New Zealand

Please tick this box if you are a US resident, citizen or taxpayer. Please provide Tax Identification Number

APPLICABLE PRESCRIBED INVESTOR RATE (tick one box for each applicant). If the Applicant is a Trust or Company tick one box only

Applicant #1 0% 10.5% 17.5% 28%
 Applicant #2

If a PIR rate is not selected, 28% will apply

Companies and Non-Resident investors are subject to the 28% PIR rate

F. VERIFICATION OF YOUR IDENTIFY

All Applicants must provide details of their drivers licence which will be used for AML/CFT Act verification purposes along with your date of birth and street address provided in "A" of this Application Form.

APPLICANT #1: NZ Drivers Licence number:

Licence version

Or NZ Passport Number

Passport Expiry Date

APPLICANT #2: NZ Drivers Licence number:

Licence version:

Or NZ Passport Number

Passport Expiry Date

If you don't have a driver's licence you can provide some other form of identification such as a passport or a birth certificate. If you do not provide these details, your Application Form cannot be processed. Any questions relating to alternative identification, please call us.

G SIGNATURE(S) OF APPLICANTS

I/we hereby acknowledge that I/we have read the terms and conditions set out in this Application Form, and apply for the dollar amount of Shares as set out above and agree to accept such Shares (or such lesser number as may be allotted to me/us) on, and subject to, the terms and conditions set out in this Application Form. I/We consent to the Company verifying my/our identity electronically using my/our details provided by providing those details to a credit reporting agency or any other person or entity for the sole purpose of identity verification. The Application Form must be signed by, or on behalf of, each Applicant. If the Applicant is a company or other entity, it should be signed by a duly authorised person in accordance with any applicable constitution or governing document. If the Applicant is a minor (under the age of 18) the parent or legal guardian should sign the Application Form on the Applicant's behalf.

Date

H RETURN OF APPLICATION

Please submit your completed Application Form and payment in any of the following ways:

SCAN & EMAIL: info@seniortrust.co.nz **MAIL:** Senior Trust PO Box 113120, Newmarket, 1149 Auckland

Terms and Conditions - By signing this Application Form:

- a) I / We agree to subscribe for Shares upon and subject to the terms and conditions of this Application Form and I / we agree to be bound by the provisions thereof.
- b) I / We declare that all details and statements made by me / us in this Application Form are complete and accurate.
- c) I / We certify that, where information is provided by me / us in this Application Form about another person, I / we are authorised by such person to disclose the information to you and to give authorisation.
- d) I/We consent to the Company verifying my/our identity electronically using my/our details provided above and below by providing those details to a credit reporting agency or any other person or entity for the sole purpose of identity verification.
- e) I / We acknowledge that an Application cannot be withdrawn or revoked by me / us once it has been submitted.
- f) I / We acknowledge that the Offer is only made in New Zealand, and by applying for shares, I / we agree to indemnify the Company and its respective directors, officers, employees and agents in respect of any liability incurred by the Company as a result of my / our breach of securities laws in any jurisdiction other than New Zealand.

The information in this Application Form is provided to enable the Company to process your Application, and to administer your investment. By signing this Application Form, you authorise the Company to disclose information in situations where the Company is required or permitted to do so by any applicable law or by a governmental, judicial or regulatory entity or authority in any jurisdiction. If you are an individual under the Privacy Act 2020 (or any further enactment thereof), you have the right to access and correct any of your personal information.