**Draft - Solicitation Script**

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| **Fund Name** | **Meeting Date** | **Code** |
| American Realty Capital Healthcare Trust III | December 21, 2017 | HTIII |

**Toll Free Number: 855-973-0094**

**Inbound Greeting:**

Thank you for calling the Broadridge Proxy Services Center for American Realty Capital Healthcare Trust III**.** My name is <Agent Name>. How may I assist you today?

**General Outbound Greeting:**

Good day, may I please speak with Mr./Ms. <full name as it appears on registration>?

Hello Mr./Ms.<last name>. My name is <agent name>. I’m calling regarding your American Realty Capital Healthcare Trust III investment to confirm that you have received the proxy materials for the Annual Meeting of stockholders scheduled for December 21st Have you received the proxy materials?

**Near Meeting Date Outbound Greeting:**

Good day, may I please speak with Mr./Ms. <full name as it appears on registration>?

Hello Mr./Ms.<last name>. My name is <agent name>. I’m calling regarding your American Realty Capital Healthcare Trust III investment to confirm that you have received the proxy materials for the Annual Meeting of stockholders scheduled in just a few days from now on December 21st . Have you received the proxy materials?

**Adjournment Outbound Greeting:**

Good day, may I please speak with Mr./Ms. <full name as it appears on registration>?

Hi Mr. /Ms. , my name is <Agent Name> and I am calling regarding your American Realty Capital Healthcare Trust III investment. Due to the lack of stockholder participation, the Annual Meeting of Stockholders has been adjourned to <date/time>. Have you received the proxy materials?

**Voting:**

Your board has recommended a vote IN FAVOR of the proposals presented for stockholder approval this year.  Would you like to vote along with the recommendations of the board for all shares you own?

**Voting Processes:**

1. **If the shareholder is ready to vote in favor of all proposals:**

# “Thank you, I am recording your <for > vote for all proposals. For confirmation purposes, please state your full name.

# And according to our records, you currently reside in <read street address, city, and state > is that correct? For confirmation purposes, please state your zip code.

# Thank you. You will receive a confirmation of your voting instructions within 5 days. If you have any questions, please contact us at this toll free number 1-855-973-0094.

Mr./Ms. <Stockholder’s Last Name>, your vote is important and your time is appreciated.

Thank you and have a good <day, evening, night>.”

1. **If the shareholder is not ready to vote or is not ready to vote in favor of all proposals:**

“Every vote matters and your participation with other stockholders in this process is important and appreciated.

Your board recommends a vote FOR both the routine matters (the election of directors and the ratification of the company’s external accounting firm for 2017) and, importantly, the two proposals related to the proposed asset sale and plan of liquidation which, if both are approved, are expected to result in your receipt of estimated total liquidating distributions of between $17.67 and $17.81 per share[[1]](#footnote-1).

More than 50% of our outstanding shares of common stock must vote FOR both the proposed asset sale and plan of liquidation in connection with the December 21, 2017 meeting in order for us to pay the anticipated initial liquidating cash distribution of $15.75 per share to you in early January 2018.”

Ask if the stockholder is ready to vote with the Board’s recommendation. If so, proceed with Process A above. If they would like more information, please proceed with the following:

“There are at least three good reasons to vote FOR both proposals:

* **Full-Cycle Liquidity -** An all-cash $120 million transaction where ARC-HT III will sell its real estate assets to Healthcare Trust, Inc. and then liquidate and dissolve. ARC-HTIII will provide stockholders with total liquidating distributions of between $17.67 to $17.81 per share1. The initial cash distribution of $15.75 per share is expected be paid to you within two weeks of the transaction closing. If approved at the December 21, 2017 Annual Meeting you will receive $15.75 per share in early January 2018.
* **Reduces Future Risks Associated with Business Operations, Successful Execution of Liquidity Events, and Distribution Levels for the Company Given its Inefficient Size and Unsustainable Operations on a Long-term Basis**
* **Maximizes Value:** The Special Committee comprised of independent directors of the Board completed a thorough strategic review process evaluating all options and is prepared to move forward with the proposed transaction to maximize shareholder value.”

If you are ready to vote I can record your vote now. If you would like more information I am happy to ask a company representative to call you to review the proposals in more detail.”

**If Unsure of voting or does not want to vote along with the recommendation of the Board:**

Would you like me to review the proposals with you? <After review (see points above), ask them if they would like to vote now over the phone and refer to process A above>.

**If not received/Requesting material to be re-mailed:**

I can resend the proxy materials to you, or I can review the proposals with you and record your vote immediately by phone. <Pause for response>

**After review, ask them if they would like to vote now over the phone:**

Your Board recommends that you vote **“FOR”** the proposals. Would you like to vote along with the recommendations of the Board for your account(s)?

**If they don’t want proposals reviewed:**

Do you have an email address that I might use to send you the proxy materials? <If yes, enter the email address in the notes and read it back phonetically to the stockholder.>

Thank you.  You should receive the proxy materials shortly and the materials will inform you of the methods available to cast your vote, one of which is to call us back at 1-855-973-0094.

**If Not Interested:**

I am sorry for the inconvenience. Please be aware that as one of less than 4,000 American Realty Capital Healthcare III stockholders, your vote is very important and each year the company goes through the proxy process to gather stockholder votes.

Included in the Annual Meeting this year are both routine matters (the election of directors and the ratification of the company’s external accounting firm) and, importantly, proposals related to the proposed asset sale and plan of liquidation. Your Board recommends that you vote to **FOR** all proposals.

American Realty Capital Healthcare Trust III must receive approval from stockholders in order to move forward with the proposed asset sale and plan of liquidation. More than 50% of its outstanding shares of common stock must vote FOR both the proposed asset sale and plan of liquidation in connection with the December 21, 2017 meeting in order for stockholders to receive the initial liquidating cash distribution of $15.75 per share to you in early January 2018. Your vote today will help the company achieve that goal of providing you with liquidity for you shares. The enclosed materials provide details on the expected timing for liquidating distributions.

Every vote matters and your participation with other stockholders in the process is important and appreciated. Please fill out and return your proxy card at your earliest convenience. If you would rather not do that, you can always vote via the other methods outlined in the proxy materials. Thank you again for your time today, and have a wonderful day/evening.

**ANSWERING MACHINE MESSAGE:**

Hello, my name is <Agent Name> and I am a proxy voting specialist calling regarding American Realty Capital Healthcare Trust III. You should have received proxy materials electronically or in the mail concerning the Annual Meeting of Stockholders being held on December 21st

You are one of less than 4,000 stockholders who own American Realty Capital Healthcare Trust III shares and your vote is very important. Included in the Annual Meeting this year are both routine matters (the election of directors and the ratification of the company’s external accounting firm) and, importantly, proposals related to the proposed asset sale and plan of liquidation. Your Board recommends that you vote to **FOR** all proposals. Internet and telephone voting are available for your convenience. To vote over the Internet please follow the instructions provided in the proxy materials provided for your consideration. You may also sign, date and promptly mail your proxy card in the postage-paid envelope provided. If you have any questions, would like to vote over the telephone or need new proxy materials, please call us toll-free at 1-855-973-0094 and a proxy voting specialist will assist you. Specialists are available Monday through Friday, 9:00 AM to 10:00 PM Eastern Time. Every vote matters and your participation with other stockholders in the process is important and appreciated. Thank you for your prompt attention to this matter.

**AUTOMATED ANSWERING MACHINE MESSAGE:**

Hello, this is the Broadridge Proxy Services Center calling with an important message concerning the investment you hold in American Realty Capital Healthcare Trust III. You should have received proxy material electronically or in the mail concerning the Annual Meeting of Stockholders being held on December 21st.

Your vote is very important. You are one of less than 4,000 stockholders who own American Realty Capital Healthcare Trust III shares and your vote is very important. Included in the Annual Meeting this year are both routine matters (the election of directors and the ratification of the company’s external accounting firm) and, importantly, proposals related to the proposed asset sale and plan of liquidation. Your Board recommends that you vote to **FOR** all proposals.

Internet and telephone voting are available for your convenience. To vote over the Internet please follow the instructions provided in the proxy materials provided for your consideration. You may also sign, date and promptly mail your proxy card in the postage-paid envelope provided. If you have any questions, would like to vote over the telephone or need new proxy materials, please call us toll-free at 1-855-973-0094 and a proxy voting specialist will assist you. Specialists are available Monday through Friday, 9:00 AM to 10:00 PM Eastern Time. Every vote matters and your participation with other stockholders in the process is important and appreciated. Thank you for your prompt attention to this matter.

## INBOUND - CLOSED RECORDING:

Thank you for calling the Broadridge Proxy Services Center. Our offices are now closed. Please call us back during our normal business hours which are, Monday through Friday, 9:00 AM to 10:00 PM Eastern Time. Thank you.

## INBOUND - CALL IN QUEUE MESSAGE:

Thank you for calling the Broadridge Proxy Services Center. Our proxy specialists are currently assisting other stockholders**.** Your call is important to us. Please continue to hold and your call will be answered in the order in which it was received.

## END OF CAMPAIGN MESSAGE:

Thank you for calling the Broadridge Proxy Services Center. The American Realty Capital Healthcare Trust III Annual Stockholder meeting has been held and as a result, this toll free number is no longer in service for proxy related calls. If you have questions about your investment, please contact your Financial Advisor or AR Global Investments, the advisor to American Realty Capital Healthcare Trust III directly at 866-902-0063. Thank you and have a nice day.

1. These estimates are based on certain assumptions and there can be no guarantee as to the exact amount that you will receive. [↑](#footnote-ref-1)