

Notice of Annual General Meeting and Explanatory Memorandum to Shareholders



Date of Meeting

Thursday, 26 October 2017

Time of Meeting

9.30am (Sydney time)

Place of Meeting

Level 8
15 Talavera Rd, North Ryde, NSW 2113.

A Proxy Form is enclosed

This Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your professional advisers.

If you are unable to attend the Annual General Meeting please complete and return the enclosed Proxy Form in accordance with the directions.

ENTITLEMENT TO VOTE

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of Shares at 9.30am (Sydney time) on Tuesday, 24 October 2017 will be entitled to attend and vote at the Meeting as a Shareholder. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

HOW TO VOTE

Shareholders may vote by either:

- a. attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- b. appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions electronically, in person, by post or by facsimile.

VOTING IN PERSON (OR BY ATTORNEY)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. In the case of persons attending the Meeting as an attorney of a Shareholder, the original power of attorney appointing the person as the Shareholder's attorney (or a certified copy of the power of attorney) must be received by the Company in the same manner and by the same time outlined for proxy forms below.

If your Shares are held jointly, please note that if you and another joint holder both wish to vote at the Meeting, only the vote of the holder named first in the register will be accepted, to the exclusion of the other holder(s).

VOTING BY A CORPORATION

A Shareholder that is a corporation may appoint a body corporate representative to attend and vote for the Shareholder at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has been previously provided to the Company's Share Registry.

VOTING BY PROXY

A Shareholder entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote instead of the Shareholder. A proxy form is included with this Notice of Meeting and an additional proxy form (if two proxies are to be appointed) can be obtained from the Company's Share Registry. A proxy need not be a Shareholder of the Company.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights on a poll. If the appointment does not specify the proportion or number of votes, each proxy may exercise half of the votes (any fraction of votes will be disregarded). Neither proxy is entitled to vote on a show of hands if more than one proxy attends.

If you appoint a proxy, the Company encourages you to consider directing them how to vote by marking the appropriate box on the Proxy Form for each of the proposed resolutions. If your proxy chooses to vote, he/she must vote in accordance with your directions. If you have directed your proxy to vote, and they fail to attend the Meeting or they choose to not vote, then, on a poll, the Chairman of the Meeting will vote your proxies as directed by you.

If you appoint the Chairman of the Meeting as your proxy (or the Chairman becomes your proxy by default) and you do not direct your proxy how to vote on a resolution, you will be expressly authorising the Chairman to vote as he decides on the relevant resolution. This includes Resolution 1 even though this resolution is connected with the remuneration of members of the Company's Key Management Personnel. The Chairman of the Meeting intends to vote, as your proxy, in favour of each of the proposed resolutions (where permissible).

If you do not want the Chairman of the Meeting to vote, as your proxy, in favour of any resolution, you need to direct your proxy to vote against, or to abstain from voting on, the relevant resolution by marking the appropriate box on the Proxy Form.

If you appoint a Director (other than the Chairman of the Meeting) or another member of the Key Management Personnel (or a Closely Related Party of any such Director or member) as your proxy, you should direct them how to vote on Resolution 1 by marking the appropriate box. If you do not do so, your proxy will not be able to vote on your behalf on Resolution 1.

The Proxy Form (and the power of attorney or other authority, if any, under which a Proxy Form is signed, or a certified copy of the power or other authority) must be completed and returned no later than 9.30am (Sydney time) on Tuesday, 24 October 2017.

Proxies (and, if applicable, powers of attorney or other authorities) may be returned:

Online at www.investorvote.com.au

By mail

Computershare Investor Services
G.P.O. Box 242
Melbourne Victoria 3001
Australia

By facsimile

(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

Any proxy form received after that time will not be valid for the scheduled Meeting.

The Proxy Form must be signed by the Shareholder or the Shareholder's attorney or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation. Where two or more persons are registered as a Shareholder, each person must sign.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of LifeHealthcare Group Limited ABN 72 166 525 186 (the Company) will be held at Level 8, 15 Talavera Rd, North Ryde NSW on 24 October 2017 at 1:00pm (Sydney time), for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

AGENDA

Financial Reports

To receive and consider the financial report of the Company for the year ended 30 June 2017, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

Resolution 1 – Non Binding Resolution to adopt Remuneration Report

To consider and, if thought fit, pass the following resolution as a **non-binding ordinary resolution** in accordance with section 250R(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**):

“That the Remuneration Report for the year ended 30 June 2017 as set out in the 2017 Annual Report be adopted.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

Voting exclusion statement: In accordance with section 250R of the *Corporations Act*, the Company will disregard any votes cast on Resolution 1 by or on behalf of a Restricted Voter. However, the Company need not disregard a vote if:

- it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution; and
- it is not cast on behalf of a Restricted Voter.

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 1 unless:

- the appointment specifies the way the proxy is to vote on Resolution 1; or
- the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1.

Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

If you are a Restricted Voter and purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the *Corporations Act*.

Resolution 2 – Re-election of John Hickey as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That John Hickey, who retires in accordance with rule 6.1(f)(i)(A) of the Constitution and, being eligible for re-election, in accordance with rule 6.1(i) be re-elected as a Director.”

Resolution 3 – Re-election of Heith Mackay-Cruise as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That Heith Mackay-Cruise, who retires in accordance with rule 6.1(e) of the Constitution and, being eligible for re-election, in accordance with rule 6.1(i) be re-elected as a Director.”

Resolution 4 – Financial Assistance: Oceania Orthopaedics Pty Limited

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*“That, in accordance with section 260B(2) of the *Corporations Act 2001* (Cth), approval is given for the provision of financial assistance proposed to be given by Oceania Orthopaedics Pty Limited (ACN 141 857 767) (Oceania) in connection with the acquisition by LifeHealthcare Distribution Pty Limited (ACN 117 449 911) (the Purchaser), a subsidiary of the Company, of all of the issued shares in Oceania, as described in the explanatory notes accompanying and forming part of this Notice of Annual General Meeting”.*

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act. Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board



Dean Taylor
Company Secretary
Dated: 20 September 2017

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company. The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision regarding the matters set forth in the Notice.

Capitalised terms used in this Explanatory Memorandum are defined in the Glossary appearing at the end of this Explanatory Memorandum unless otherwise defined in the Explanatory Memorandum.

FINANCIAL REPORTS

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2017, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report on the financial report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

- a. the conduct of the audit;
 - b. the preparation and content of the independent audit report;
 - c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2017 Annual Report be adopted. The Remuneration Report is set out in the Company's 2017 Annual Report and is also available on the Company's website (www.lifehealthcare.com.au).

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

If at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report for 2017, it will not result in the Company putting a Spill Resolution to Shareholders. However, a Spill Resolution will be required if the Remuneration Report at the 2018 Annual General Meeting also receives a vote of more than 25% against its adoption.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair will use any such proxies to vote in favour of the Resolution.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

RESOLUTION 2 – RE-ELECTION OF JOHN HICKEY AS A DIRECTOR

Rule 6.1(f)(i)(A) of the Constitution provides that one third of directors (excluding the Managing Director) must retire at each annual general meeting.

Rule 6.1(i) of the Constitution provides that a Director retiring under clause 6.1(f)(i)(A) is eligible for re-election and that Director may by resolution of the Company be re-elected to that office.

Pursuant to rule 6.1(f)(i)(A) of the Company's Constitution, John Hickey retires as a Director and, being eligible, offers himself for re-election in accordance with rule 6.1(i) of the Constitution.

A summary of John Hickey's relevant experience is set out below:

Date appointed:	8 November 2013
Qualifications:	Bachelor of Business
Experience:	<p>Over 25 years' experience in the healthcare sector in Australia and Asia, having held a variety of financial, operational and group executive roles.</p> <p>Mr Hickey has had direct experience in the management of private hospitals, medical centres, pathology, radiology, nutraceuticals and pharmacy distribution businesses.</p> <p>Mr Hickey is currently Chairman of aged care company Craigcare Group Pty Ltd, a board member of Chinese private hospital group United Family Healthcare and works as a consultant in the healthcare industry throughout Australia, Asia and Europe.</p> <p>Mr Hickey has held Chief Financial Officer roles at Healthscope, Symbion Health and Affinity Health. He has extensive mergers and acquisitions due diligence experience across various organisations where he held leadership roles.</p> <p>Mr Hickey is Chair of the Audit and Risk Committee for LifeHealthcare Group Limited.</p>

Directors' recommendation: Other than Mr Hickey, who has a material personal interest in the outcome of Resolution 2, the Directors unanimously recommend that the Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – RE-ELECTION OF HEITH MACKAY-CRUISE AS A DIRECTOR

Rule 6.1(e) of the Constitution provides that a director (excluding the Managing Director) appointed under rule 6.1(d) where the directors have appointed that person as a director as an addition to the existing directors must retire from office at the next annual general meeting following his or her appointment.

Rule 6.1(i) of the Constitution provides that a Director retiring under clause 6.1(e) is eligible for re-election and that Director may by resolution of the Company be re-elected to that office.

Pursuant to rule 6.1(e) of the Company's Constitution, Heith Mackay-Cruise retires as a Director and, being eligible, offers himself for re-election in accordance with rule 6.1(i) of the Constitution.

A summary of Heith Mackay-Cruise's relevant experience is set out below:

Date appointed:	25 November 2015
Qualifications:	Bachelor of Economics
Experience:	<p>Involvement in the FMCG, media, education, health and technology sectors over the past 25 years.</p> <p>Mr Mackay-Cruise is currently the independent non-executive Chair of hipages Group and Literacy Planet. He is non-executive director of Bailador Technology Investments, the national charity Vision Australia as well as the Pacific Equity Partners owned ACG Education in New Zealand.</p> <p>Mr Mackay-Cruise is also a member of the Adara Partners Advisory Board.</p> <p>Mr Mackay-Cruise is a Fellow of the Australian Institute of Company Directors and is a member of the Audit & Risk Committee and the Remunerations and Nominations Committee for LifeHealthcare Group Limited.</p>

Directors' recommendation: Other than Mr Mackay-Cruise, who has a material personal interest in the outcome of Resolution 3, the Directors unanimously recommend that the Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – FINANCIAL ASSISTANCE: OCEANIA ORTHOPAEDICS PTY LIMITED

Resolution 4 seeks the approval of Shareholders, pursuant to section 260B(2) of the Corporations Act, for financial assistance which is proposed to be provided by Oceania to assist the acquisition by the Company of all of the issued shares in Oceania.

Approval is sought by special resolution, which requires at least 75% of the votes that are cast on the resolution to be in favour of the resolution.

1. Background

Under a share purchase agreement dated 31 July 2017 for shares in Oceania, the Purchaser acquired all of the issued shares in Oceania (the **Oceania Acquisition**). Completion of the Oceania Acquisition occurred on 31 July 2017.

In order to assist in funding, among other things, the purchase price for the Oceania Acquisition, the Purchaser entered into an amendment and restatement deed (**Fifth Amendment and Restatement Deed**) dated 27 July 2017 to amend and restate the Senior Facility Agreement originally dated 23 October 2013, between LifeHealthcare Pty Limited (ACN 130 225 599) (the **Original Borrower**) and LifeHealthcare Distribution Pty Limited (ACN 117 449 911) (jointly with the Original Borrower, the **Borrowers**) subsidiaries of the Company, the Purchaser and Australia and New Zealand Banking Group Limited (ABN 11 005 357 522) (the **Lender**) among others.

The Finance Documents (as defined in the Fifth Amendment and Restatement Deed, and including any document to be entered into at any time for the purpose of amending, varying, replacing, restating, novating or supplementing such instruments) (the **Finance Documents**) require the Original Borrower to procure that Oceania:

- a. Accedes to the Finance Documents as a guarantor by executing an accession letter (**Accession Letter**), thereby making the same representations and warranties and giving the same undertakings and covenants as set out in the Fifth Amendment and Restatement Deed, in favour of the Lender; and
- b. Grants security over all its assets and undertaking in favour of the Lender as security for the obligations of all borrowers and guarantors under the Finance Documents (the **Security**).

In addition to executing the Accession Letter and the Security, Oceania may be required to:

- a. Execute, or accede or consent to, any instrument referred to in, or incidental or related to, the Finance Documents;
- b. Subordinate its respective intercompany claims;
- c. Transfer assets to, or assume other liabilities of the Borrowers or other subsidiaries of the Company (the Company and its respective subsidiaries together the **Group**);
- d. Make available directly or indirectly its cash flows or other resources in order to enable other members of the Group to comply with their respective obligations under the Finance Documents; and
- e. Provide additional support (which may include incurring additional obligations, giving new guarantees or new security interests) in connection with the Finance Documents, including in connection with any refinancing of amounts owing under or in respect of the Finance Documents.

The execution by Oceania of the Accession Letter and the Security, and its subsequent entry into any of the transactions listed or contemplated above (together, the **Financial Assistance**) will have the effect of Oceania financially assisting in the Oceania Acquisition for the purposes of the Corporations Act.

2. Why is shareholder approval required

Under section 260A(1) of the Corporations Act, a company may financially assist a person to acquire shares in it or its holding company only in certain limited circumstances, including where the assistance is approved by shareholders under section 260B of the Corporations Act.

Under section 260B(1) of the Corporations Act, shareholder approval must be given by the shareholders of Oceania at a general meeting by either:

- a. A special resolution, with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or
- b. A resolution agreed to, at a general meeting, by all ordinary shareholders.

In addition, because Oceania became a subsidiary of a listed holding corporation (the Company) immediately after the Oceania Acquisition, the financial assistance must also be approved by a special resolution passed at a general meeting of the Company under section 260B(2) of the Corporations Act.

The giving of the Financial Assistance has been, or will be, approved by a unanimous resolution of the shareholders of Oceania. Accordingly, it is proposed that the Financial Assistance now be approved by special resolution of the shareholders of the Company.

3. Effect of the Financial Assistance

The operations of Oceania will be restricted by the representations and undertakings given by it under the Finance Documents.

The substantial effect of the Financial Assistance on Oceania will be that it will have guaranteed the amounts payable under the Finance Documents, and granted one or more security interests over all of its assets and undertaking to secure all obligations of all borrowers and guarantors under the Finance Documents.

The principal advantage to the Company (and, indirectly, to Oceania) is to ensure that its subsidiaries continue to have the benefit of the facilities provided under the Finance Documents (**Facilities**) and comply with its obligations under the Finance Documents.

Other advantages to Oceania include that it:

- a. May benefit from the working capital facilities provided under the Finance Documents;
- b. May benefit from repayment of its existing indebtedness from funds drawn under the Facilities; and
- c. Will be able to draw on the capital resources and management expertise of the Group, while retaining existing expertise and knowledge in the industry in which it operates.

On the other hand, the disadvantages of the Financial Assistance for Oceania include that:

- a. It will become liable for all amounts outstanding under the Finance Documents;
- b. If an event of default was to occur under the Finance Documents, the Lender may require immediate repayment of all amounts outstanding under the Finance Documents and the Lender may enforce the Security granted by Oceania. That may result in its winding up or the appointment of a receiver and a sale of its assets by the Lender or a receiver, which could result in a lower return than could have been achieved had those assets been sold in the ordinary course of business; and
- c. Its assets will be subject to the Security, and its operations and ability to independently obtain finance from other sources may be restricted by the Security and the undertakings, representations and warranties given under the Finance Documents.

The Directors do not currently believe that any Group member is likely to default on their obligations under the Finance Documents, and believe that the Financial Assistance is in the best interests and for the commercial benefit of the Company.

4. Directors recommendation

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 4.

5. Notice to ASIC

A copy of this Notice of Annual General Meeting was lodged with the ASIC before being sent to the shareholders of the Company, as required by section 260B(5) of the Corporations Act.


6. Disclosure

The Directors consider that these Explanatory Notes contain all information known to the Company that would be material to the decision of the Company's shareholders on how to vote on the financial assistance resolution, other than information which would be unreasonable to include because it had previously been disclosed to Shareholders.

GLOSSARY

Term	Meaning
\$	means Australian dollars
Accounting Standards	has the meaning given to that term in the Corporations Act
Annual General Meeting	means an annual general meeting of the Company's Shareholders
Annual Report	means the annual report of the Company for the year ended 30 June 2017
AEDT	means Australian eastern daylight savings time
Associate	has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established
ASX	means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited
Auditor	means the Company's auditor from time to time
Auditor's Report	means the report of the Auditor contained in the Annual Report for the year ended 30 June 2017
Board	means the Directors
Chair	means the individual elected to chair any meeting of the Company from time to time
Company	means LifeHealthcare Group Limited ABN 72 166 525 186
Constitution	means the Company's constitution, as amended from time to time
Corporations Act	means Corporations Act 2001 (Cth)
Directors	means the directors of the Company
Explanatory Memorandum	means the explanatory memorandum accompanying this Notice
Key Management Personnel	has the meaning given to that term in the Accounting Standards
Listing Rules	means the ASX Listing Rules
Meeting	means the Annual General Meeting convened by the Notice
Notice	means this Notice of Annual General Meeting
Notice of Meeting	means this Notice of Annual General Meeting
Oceania	means Oceania Orthopaedics Pty Limited (ACN 141 857 767)
Proxy Form	means the proxy form accompanying the Notice
Purchaser	means LifeHealthcare Distribution Pty Limited (ACN 117 449 911), a subsidiary of the Company
Remuneration Report	means the remuneration report set out in the Annual Report for the year ended 30 June 2017
Resolution	means a resolution contained in the Notice
Restricted Voter	means Key Management Personnel and their Closely Related Parties
Share Registry	means Computershare Investor Services Pty Limited (ABN 48 078 279 277)
Shareholder	means a member of the Company from time to time
Shares	means fully paid ordinary shares in the capital of the Company
Trading Day	means a day determined by ASX to be a trading day in accordance with the Listing Rules

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

LHC
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 9:30am (AEDT) on Tuesday, 24 October 2017**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of LifeHealthcare Group Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of LifeHealthcare Group Limited to be held at Level 8, 15 Talavera Rd, North Ryde, NSW 2113 on Thursday, 26 October 2016 at 9:30am (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary resolutions

	For	Against	Abstain
1 Non Binding Resolution to adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of John Hickey as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Heith Mackay-Cruise as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special resolution

4 Financial Assistance: Oceania Orthopaedics Pty Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____