

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	SONIC HEALTHCARE LIMITED
ABN	24 004 196 909

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	COLIN STEPHEN GOLDSCHMIDT
Date of last notice	10 October 2017

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Nil
Date of change	22 November 2017, 28 November 2017, 29 November 2017

+ See chapter 19 for defined terms.

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No. of securities held prior to change	<u>Direct</u> 734,955 Sonic Healthcare Limited ordinary shares 397,894 unlisted options over ordinary shares in Sonic Healthcare Limited, issued in 2011, expiring 18 November 2018; exercisable at \$11.43 each under the Sonic Healthcare Limited Employee Option Plan having satisfied performance criteria 178,806 unlisted options over ordinary shares in Sonic Healthcare Limited, issued in 2014, expiring 27 November 2019; exercisable at \$17.32 each under the Sonic Healthcare Limited Employee Option Plan having satisfied performance criteria 25,344 unlisted performance rights over ordinary shares in Sonic Healthcare Limited, issued in 2014, expiring 27 November 2019 with Nil exercise price under the Sonic Healthcare Limited Performance Rights Plan having satisfied performance criteria 548,404 unlisted options over ordinary shares in Sonic Healthcare Limited, issued in 2015 and will vest on 20 November 2018, subject to performance criteria over period 1 July 2015 to 30 June 2018; exercisable at \$19.41 each under the Sonic Healthcare Limited Employee Option Plan 65,774 unlisted performance rights over ordinary shares in Sonic Healthcare Limited, issued in 2015 and will vest on 20 November 2018, subject to performance criteria over period 1 July 2015 to 30 June 2018, with Nil exercise price under the Sonic Healthcare Limited Performance Rights Plan 464,659 unlisted options over ordinary shares in Sonic Healthcare Limited, issued in 2016 and will vest on 17 November 2019, subject to performance criteria over period 1 July 2016 to 30 June 2019; exercisable at \$21.62 each under the Sonic Healthcare Limited Employee Option Plan 60,822 unlisted performance rights over ordinary shares in Sonic Healthcare Limited, issued in 2016 and will vest on 17 November 2019 subject to performance criteria over period 1 July 2016 to 30 June 2019, with Nil exercise price under the Sonic Healthcare Limited Performance Rights Plan
Class	Fully paid ordinary shares in Sonic Healthcare Limited

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Number acquired	• 467,467 unlisted options over ordinary shares in Sonic Healthcare Limited, will vest on 22 November 2020 subject to performance criteria over period 1 July 2017 to 30 June 2020; exercisable at \$21.64 each under the Sonic Healthcare Limited Employee Option Plan • 60,766 unlisted performance rights over ordinary shares in Sonic Healthcare Limited, will vest on 22 November 2020 subject to performance criteria over period 1 July 2017 to 30 June 2020, with Nil exercise price under the Sonic Healthcare Limited Performance Rights Plan • 25,344 Sonic Healthcare Limited shares from the exercise of performance rights under the Sonic Healthcare Limited Performance Rights Plan having satisfied performance criteria
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil

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No. of securities held after change	<u>Direct</u> 760,299 Sonic Healthcare Limited ordinary shares 397,894 unlisted options over ordinary shares in Sonic Healthcare Limited, issued in 2011, expiring 18 November 2018; exercisable at \$11.43 each under the Sonic Healthcare Limited Employee Option Plan having satisfied performance criteria 178,806 unlisted options over ordinary shares in Sonic Healthcare Limited, issued in 2014 , expiring 27 November 2019; exercisable at \$17.32 each under the Sonic Healthcare Limited Employee Option Plan having satisfied performance criteria 548,404 unlisted options over ordinary shares in Sonic Healthcare Limited, issued in 2015 and will vest on 20 November 2018, subject to performance criteria over period 1 July 2015 to 30 June 2018; exercisable at \$19.41 each under the Sonic Healthcare Limited Employee Option Plan 65,774 unlisted performance rights over ordinary shares in Sonic Healthcare Limited, issued in 2015 and will vest on 20 November 2018, subject to performance criteria over period 1 July 2015 to 30 June 2018, with Nil exercise price under the Sonic Healthcare Limited Performance Rights Plan 464,659 unlisted options over ordinary shares in Sonic Healthcare Limited, issued in 2016 and will vest on 17 November 2019, subject to performance criteria over period 1 July 2016 to 30 June 2019; exercisable at \$21.62 each under the Sonic Healthcare Limited Employee Option Plan 60,822 unlisted performance rights over ordinary shares in Sonic Healthcare Limited, issued in 2016 and will vest on 17 November 2019 subject to performance criteria over period 1 July 2016 to 30 June 2019, with Nil exercise price under the Sonic Healthcare Limited Performance Rights Plan 467,467 unlisted options over ordinary shares in Sonic Healthcare Limited, issued in 2017 and will vest on 22 November 2020, subject to performance criteria over period 1 July 2017 to 30 June 2020; exercisable at \$21.64 each under the Sonic Healthcare Limited Employee Option Plan 60,766 unlisted performance rights over ordinary shares in Sonic Healthcare Limited, issued in 2017 and will vest on 22 November 2020 subject to performance criteria over period 1 July 2017 to 30 June 2020, with Nil exercise price under the Sonic Healthcare Limited Performance Rights Plan
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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	• Issue of options under the Sonic Healthcare Limited Employee Option Plan and issue of performance rights under the Sonic Healthcare Limited Performance Rights Plan approved by shareholders at the 2017 AGM. • The exercise of performance rights on 28 November 2017 was satisfied by: (i) 4,899 shares purchased on-market by the Sonic Healthcare Employee Share Trust ("SHEST") and held in SHEST on 28 November 2017. (ii) 20,445 shares issued on 28 November 2017 were issued to SHEST on 28 November 2017. • On 29 November 2017, 25,344 shares were withdrawn from SHEST and legal title transferred to Dr Goldschmidt.
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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

+ See chapter 19 for defined terms.

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.