

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	29 November 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	24 August 2018, 27 August 2018, 28 August 2018, 31 August 2018

+ See chapter 19 for defined terms.

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No. of securities held prior to change	<p><u>Direct</u> 760,299 Sonic Healthcare Limited ordinary shares</p> <p>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</p> <p>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</p> <p>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</p> <p>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</p> <p>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</p> <p>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</p> <p>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</p> <p>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</p>
Class	Fully paid ordinary shares in Sonic Healthcare Limited

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Number acquired	397,894 Sonic Healthcare Limited ordinary shares acquired from the exercise of options.
Number disposed	<p>Forfeited:</p> <ul style="list-style-type: none"> • 293,396 unlisted options over ordinary shares in Sonic Healthcare Limited with an exercise price of \$19.41 each under the Sonic Healthcare Limited Employee Option Plan; and • 35,189 unlisted performance rights over ordinary shares in Sonic Healthcare Limited with Nil exercise price under the Sonic Healthcare Limited Performance Rights Plan <p>as a result of not meeting the long term incentive performance conditions over the measurement period from 1 July 2015 to 30 June 2018.</p> <p>Sold 397,894 ordinary shares in Sonic Healthcare Limited</p>
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	<ul style="list-style-type: none"> • 397,894 ordinary shares acquired on payment of \$4,547,928.42 to exercise options. • \$25.581 per share on the sale of ordinary shares.

+ See chapter 19 for defined terms.

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No. of securities held after change	<p><u>Direct</u> 760,299 Sonic Healthcare Limited ordinary shares</p> <p>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</p> <p>255,008 unlisted options over ordinary shares in Sonic Healthcare Limited, issued in 2015, expiring 20 November 2020; exercisable at \$19.41 each under the Sonic Healthcare Limited Employee Option Plan, which will vest in November 2018 having satisfied performance criteria</p> <p>30,585 unlisted performance rights over ordinary shares in Sonic Healthcare Limited, issued in 2015 which will vest in November 2018 having satisfied performance criteria with Nil exercise price under the Sonic Healthcare Limited Performance Rights Plan</p> <p>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</p> <p>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</p> <p>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</p> <p>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</p>
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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	<ul style="list-style-type: none"> • 397,894 shares acquired from the exercise of options on 24 August 2018 were issued to the Sonic Healthcare Employee Share Trust ("SHEST") on 24 August 2018. • On 27 August 2018, 397,894 shares were withdrawn from SHEST and legal title transferred to Dr Goldschmidt. • On 24 August 2018, 27 August 2018 and 28 August 2018, on-market sale of shares (397,894 shares in total). • 293,396 options and 35,189 performance rights forfeited on 31 August 2018 in accordance with the terms of the options and performance rights grants.
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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	

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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.