



Market Announcement

2 May 2022

Virtus Health Limited (ASX: VRT) – Suspension from Quotation

Description

The securities of Virtus Health Limited ('VRT') will be suspended from quotation immediately under Listing Rule 17.2, at the request of VRT, pending the earlier of the release of the Transaction Booklet (in the event the Court makes the orders sought by VRT), the release of the Target's Statement, and any other material announcement or request that the voluntary suspension be lifted.

Issued by

Alice Montefiore-King
Adviser, Listings Compliance (Sydney)

2 May 2022

Ms Alice Montefiore-King
Adviser, Listings Compliance
ASX Compliance Pty Ltd
Exchange Centre, 20 Bridge Street
Sydney NSW 2000

By email: tradinghaltssydney@asx.com.au

Dear Ms Montefiore-King

Request for voluntary suspension

Pursuant to ASX Listing Rule 17.2, Virtus Health Limited (ASX: VRT) (**Company**) requests a voluntary suspension of trading in respect of its fully paid ordinary shares, effective from the commencement of trading on Monday, 2 May 2022.

The following information is provided in accordance with Listing Rule 17.2:

1. **Reason for suspension** – We refer to the trading halt granted by ASX on Thursday, 28 April 2022 which is due to cease on the commencement of normal trading on Monday, 2 May 2022. Further to the information set out in Virtus' request for that trading halt, the Company attended a Court hearing on the morning of Thursday, 28 April 2022 (**Preliminary Court Hearing**), seeking orders to convene a scheme meeting in relation to the proposal from CapVest Partners LLP previously announced to the market (**CapVest Scheme**) and to approve dispatch of a transaction booklet (**Transaction Booklet**) and related documents to Virtus shareholders in relation to the CapVest Scheme. At the Preliminary Court Hearing, counsel for the Company presented to the Court details contained in the Transaction Booklet; this information was made available to those persons present at the Preliminary Court Hearing. The Company considers some of the information that was presented to the Court to be material. Further, BGH Capital, who appeared at the Preliminary Court Hearing, were provided with a copy of the Transaction Booklet and a draft version of the independent expert's report (which are not publicly available). BGH Capital opposed the application by the Company at the Preliminary Court Hearing and the matter is listed for further hearing today at 9:15am (**Further Court Hearing**). The Company is not able to release the Transaction Booklet and accompanying independent expert's report to the market until after the Further Court Hearing (assuming the Court makes the orders sought by the Company).

Separately, the Company is preparing a target's statement (**Target's Statement**) in response to BGH Capital's bidders statement dated 6 April 2022.

Accordingly, as at the market opening on Monday, 2 May 2022, BGH Capital has the material information contained in the Transaction Booklet and the draft independent expert's report which has not been released to the market. Separately, any persons who attended the Preliminary Court Hearing will be in possession of certain aspects of the Transaction Booklet, as presented to the Court. The Company considers a voluntary suspension to be appropriate, and likely the only, means of managing its continuous

disclosure obligations and preventing trading in its securities taking place in an uninformed basis until such time as the Company is in a position to update the market.

The Company expects that the voluntary suspension can be lifted on the earlier of the release of the Transaction Booklet (in the event the Court makes the orders sought by the Company), the release of the Target's Statement, and any other material announcement or request that the voluntary suspension be lifted.

2. **Duration of the voluntary suspension** – the Company requests the voluntary suspension remain in place until the earlier of the matters noted in the previous paragraph.
3. **Termination of the voluntary suspension** – the Company presently anticipates that the voluntary suspension will cease before market open on 3 May 2022.
4. **No reason voluntary suspension should not be granted** – the Company is not aware of any reason why the voluntary suspension should not be granted.
5. **No further information** – the Company is not aware of any other information necessary to inform the market about the voluntary suspension.

Yours Sincerely

A handwritten signature in blue ink that reads "A Bentley". The signature is written in a cursive, flowing style.

Ava Bentley
Company Secretary