

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Virtus Health Limited (Virtus)

ACN/ARSN 129 643 492

1. Details of substantial holder (1)

Name Evergreen BidCo Pty Ltd (CapVest BidCo)

ACN/ARSN (if applicable) 657 613 860

There was a change in the interests of the substantial holder on 26/05/2022
The previous notice was given to the company on 05/05/2022
The previous notice was dated 05/05/2022

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares in Virtus (ORDs)	Nil	Nil	967,083	1.13%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
26/05/2022	CapVest BidCo and each entity listed in Annexure A.	Acquisition of a relevant interest as a result of acceptances of offers dated 26/05/2022 made under CapVest BidCo's off-market takeover bid for all of the ORDs in Virtus on the terms set out in the transaction booklet prepared by CapVest BidCo and Virtus dated 5 May 2022 (Transaction Booklet) (Takeover Bid).	The CapVest Takeover Consideration as set out in the Transaction Booklet.	967,083 ORDs	967,083

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
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CapVest BidCo		CapVest BidCo	Relevant interest under section 608(1) of the Corporations Act 2001 (Cth) (Corporations Act) as a result of acceptances into the Takeover Bid.	967,083 ORDs	967,083
Evergreen Australia MidCo 3 Pty Ltd	Various offerees who have accepted the Takeover Bid referred to in paragraph 3.	CapVest BidCo	Deemed relevant interest under section 608(3) of the Corporations Act in the ORDs in which CapVest BidCo has, or is deemed to have, a relevant interest, by reason of having voting power above 20% in CapVest BidCo or having control of CapVest BidCo (as applicable).	967,083 ORDs	967,083
Evergreen Australia MidCo 2 Pty Ltd					
Evergreen Australia MidCo 1 Pty Ltd					
Evergreen Australia TopCo Pty Ltd					
Evergreen UK HoldCo Limited					
Evergreen UK MidCo 3 Limited					
Evergreen UK MidCo 2 Limited					
Evergreen UK MidCo 1 Limited					
Evergreen UK TopCo Limited					
(Holding Entities)					
CapVest Equity Partners V SCSP (CapVest Master Fund V) acting by its managing general partner CapVest Private Equity V S.à.r.l.	CapVest BidCo	Deemed relevant interest under section 608(3) of the Corporations Act in the ORDs in which CapVest BidCo has, or is deemed to have, a relevant interest, by reason of having control of CapVest BidCo.	967,083 ORDs	967,083	
CapVest Private Equity V S.à.r.l.	CapVest BidCo	Deemed relevant interest under section 608(3) of the Corporations Act in the ORDs in which CapVest BidCo has, or is deemed to have, a relevant interest, by reason of having control of CapVest BidCo.	967,083 ORDs	967,083	
CapVest Irish Partners Limited (Reg. Number 609495)	CapVest BidCo	Deemed relevant interest under section 608(3) of the Corporations Act in the ORDs in which CapVest BidCo has, or is deemed to have, a relevant interest, by reason of having control of CapVest BidCo.	967,083 ORDs	967,083	
CapVest Partners LLP	CapVest BidCo	Deemed relevant interest under section 608(3) of the Corporations Act in the ORDs in which CapVest BidCo has, or is deemed to have, a relevant interest, by reason of having control of CapVest BidCo.	967,083 ORDs	967,083	

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
CapVest BidCo	Level 16, 80 Collins Street, South Tower, Melbourne VIC 3000.
Evergreen Australia MidCo 3 Pty Ltd	Level 16, 80 Collins Street, South Tower, Melbourne VIC 3000.
Evergreen Australia MidCo 2 Pty Ltd	Level 16, 80 Collins Street, South Tower, Melbourne VIC 3000.
Evergreen Australia MidCo 1 Pty Ltd	Level 16, 80 Collins Street, South Tower, Melbourne VIC 3000.
Evergreen Australia TopCo Pty Ltd	Level 16, 80 Collins Street, South Tower, Melbourne VIC 3000.
Evergreen UK HoldCo Limited	4th Floor, 100 Pall Mall, London SW1Y 5NQ, United Kingdom.
Evergreen UK MidCo 3 Limited	4th Floor, 100 Pall Mall, London SW1Y 5NQ, United Kingdom.
Evergreen UK MidCo 2 Limited	4th Floor, 100 Pall Mall, London SW1Y 5NQ, United Kingdom.
Evergreen UK MidCo 1 Limited	4th Floor, 100 Pall Mall, London SW1Y 5NQ, United Kingdom.
Evergreen UK TopCo Limited	4th Floor, 100 Pall Mall, London SW1Y 5NQ, United Kingdom.
CapVest Master Fund V acting by its managing general partner CapVest Private Equity V S.à.r.l.	8 rue Lou Hemmer, Senningerberg L-1748, commune de Niederanven, Grand Duchy of Luxembourg.
CapVest Private Equity V S.à.r.l.	8 rue Lou Hemmer, Senningerberg L-1748, commune de Niederanven, Grand Duchy of Luxembourg.
CapVest Irish Partners Limited	Hamilton House, 28 Fitzwilliam Place, Dublin 2, Ireland.
CapVest Partners LLP	4th Floor, 100 Pall Mall, London SW1Y 5NQ, United Kingdom.

Signature

print name Fred Raikes

capacity Director

sign here



date 27/05/2022

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This is Annexure A of 1 page referred to in Form 604 – Notice of change in interests of substantial holder signed by me and dated 27 May 2022



Director of Evergreen BidCo Pty Ltd

Evergreen Australia MidCo 3 Pty Ltd (ACN 658 360 475)	Level 16, 80 Collins Street, South Tower, Melbourne VIC 3000.
Evergreen Australia MidCo 2 Pty Ltd (ACN 658 360 420)	Level 16, 80 Collins Street, South Tower, Melbourne VIC 3000.
Evergreen Australia MidCo 1 Pty Ltd (ACN 658 360 304)	Level 16, 80 Collins Street, South Tower, Melbourne VIC 3000.
Evergreen Australia TopCo Pty Ltd (ACN 658 360 313)	Level 16, 80 Collins Street, South Tower, Melbourne VIC 3000.
Evergreen UK HoldCo Limited (Company Number: 14008992)	4th Floor, 100 Pall Mall, London SW1Y 5NQ, United Kingdom.
Evergreen UK MidCo 3 Limited (Company Number: 14008849)	4th Floor, 100 Pall Mall, London SW1Y 5NQ, United Kingdom.
Evergreen UK MidCo 2 Limited (Company Number: 14008683)	4th Floor, 100 Pall Mall, London SW1Y 5NQ, United Kingdom.
Evergreen UK MidCo 1 Limited (Company Number: 14008459)	4th Floor, 100 Pall Mall, London SW1Y 5NQ, United Kingdom.
Evergreen UK TopCo Limited (Company Number: 14008051)	4th Floor, 100 Pall Mall, London SW1Y 5NQ, United Kingdom.
CapVest Master Fund V acting through its managing general partner CapVest Private Equity V S.à.r.l. (B255006)	8 rue Lou Hemmer, Senningerberg L-1748, commune de Niederanven, Grand Duchy of Luxembourg.
CapVest Private Equity V S.à.r.l. (B255006)	8 rue Lou Hemmer, Senningerberg L-1748, commune de Niederanven, Grand Duchy of Luxembourg.
CapVest Irish Partners Limited (Reg. Number 609495) acting in its capacity as manager to CapVest Master Fund V under an alternative investment fund management agreement	Hamilton House, 28 Fitzwilliam Place, Dublin 2, Ireland.
CapVest Partners LLP acting in its capacity as sub-manager to CapVest Master Fund V under an investment management agreement	4th Floor, 100 Pall Mall, London SW1Y 5NQ, United Kingdom.