

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO HOW TO ACT, YOU SHOULD CONSULT YOUR FINANCIAL, TAX OR LEGAL ADVISER AS SOON AS POSSIBLE.



NOTICE: This document is a supplementary bidders' statement (*Sixth Supplementary Bidders' Statement*) issued under section 643 of the *Corporations Act 2001* (Cth) (*Corporations Act*) and a notice under section 650D of the *Corporations Act*. It is issued by Oceania Equity Investments Pty Ltd (ACN 655 692 738) as trustee for the Oceania Trust and A.C.N. 658 293 166 Pty Ltd (ACN 658 293 166) (together, the *BGH Bidders*) in relation to BGH Bidders' joint off-market takeover bid for all the Shares in Virtus Health Limited (ACN 129 643 492) (*Virtus*) dated 20 April 2022 (*Offer*).

This Sixth Supplementary Bidders' Statement supplements, and is to be read together with, the Bidders' Statement dated 6 April 2022 (the *Bidders' Statement*), the first supplementary bidders' statement dated 21 April 2022 (*First Supplementary Bidders' Statement*), the second supplementary bidders' statement dated 6 May 2022 (the *Second Supplementary Bidders' Statement*), the third supplementary bidders' statement dated 25 May 2022 (the *Third Supplementary Bidders' Statement*), the fourth supplementary bidders' statement dated 1 June 2022 (the *Fourth Supplementary Bidders' Statement*) and the fifth supplementary bidders' statement dated 7 June 2022 (the *Fifth Supplementary Bidders' Statement*). This Sixth Supplementary Bidders' Statement prevails to the extent of any inconsistency with the Bidders' Statement, the First Supplementary Bidders' Statement, the Second Supplementary Bidders' Statement, the Third Supplementary Bidders' Statement, the Fourth Supplementary Bidders' Statement and the Fifth Supplementary Bidders' Statement. A copy of this Sixth Supplementary Bidders' Statement was lodged with ASIC and provided to ASX on 13 June 2022. Neither ASIC, ASX nor any of any of their respective officers takes any responsibility for the contents of this Sixth Supplementary Bidders' Statement.

Unless the context requires otherwise, defined terms in the Bidders' Statement, the First Supplementary Bidders' Statement, the Second Supplementary Bidders' Statement, the Third Supplementary Bidders' Statement, the Fourth Supplementary Bidders' Statement and the Fifth Supplementary Bidders' Statement have the same meaning in this Sixth Supplementary Bidders' Statement. The rules of interpretation in section 8 of the Bidders' Statement also apply to this Sixth Supplementary Bidders' Statement.

Dear Shareholder

BGH OFFER FOR YOUR VIRTUS SHARES

- **The Offer Price is increased to \$8.155 per Share.**
- **As a result of the Increased Offer Price, the Offer Period has been extended and will now close at 7.00pm on 27 June 2022.**
- **The time period for payment of the Offer Price has been accelerated by up to 6 Business Days, so Accepting Shareholders will be paid sooner.**
- **BGH's majority voting power in Virtus is now over 84%¹. BGH intends to seek to delist Virtus from the ASX and once its voting power reaches 90%, compulsorily acquire all remaining Shares.**
- **Virtus Directors unanimously recommend that Shareholders ACCEPT the Offer.**

1 Increase in Offer Price to \$8.155 cash per Share

BGH Bidders are pleased to confirm that the consideration payable under the Offer is **increased from \$8.15 per Share to \$8.155 cash per Share** (the *Increased Offer Price*).

References to '\$8.00' in the Bidders' Statement and Second Supplementary Bidders' Statement and references to '\$8.15' in the Third Supplementary Bidders' Statement and Fourth Supplementary Bidders' Statement are replaced with '\$8.155'.

The Increased Offer Price will apply to all Shareholders who accept the Offer, including Shareholders who have already accepted the Offer. If the aggregate consideration payable under the Offer to an Accepting Shareholder results in an Accepting Shareholder being entitled to a fraction of a cent, that fractional entitlement will be rounded up to the nearest whole cent.

2 Extension of the Offer Period

As a result of the Increased Offer Price, BGH Bidders give notice under sections 624(2) and 650D(1) of the *Corporations Act* that:

- (a) the Offer is automatically varied by extending the period during which the Offer will remain open for acceptance **until 7.00pm (Melbourne, Australia time) on 27 June 2022**, unless withdrawn or further extended; and

¹ As at 7:00pm on 9 June 2022

- (b) all references or deemed references in the Bidders' Statement and Acceptance Form to the last day of the Offer Period are replaced with '27 June 2022'.

3 **BGH Bidders accelerate payment terms under the Offer**

BGH Bidders have sought and obtained relief from ASIC to vary the terms of the Offer to accelerate the time for payment of the Offer consideration to Shareholders who accept the Offer.

Subject to the remainder of section 7.8 of the Bidders' Statement and the Corporations Act, if you accept the Offer and the Condition is fulfilled or waived, BGH Bidders will now pay you the consideration for your Accepted Shares by no later than 4 Business Days (rather than no later than 10 Business Days) after the later of:

- (a) the date that the Condition is fulfilled or waived; and
(b) the date that you accept the Offer.

If the Condition is fulfilled or waived by 27 June 2022, accepting Shareholders will not have any withdrawal rights under section 650E of the Corporations Act by reason of the extension of the Offer Period to 27 June 2022, as the BGH Bidders will pay the Offer consideration to those accepting Shareholders no later than within one month of when they otherwise would have in the absence of any extension of the Offer Period.

If the Offer remains subject to the Condition and BGH Bidders vary the Offer in a way that postpones for more than one month the time BGH Bidders have to meet their obligations under the Offer, accepting Shareholders will be entitled to withdraw their acceptances of the Offer. Shareholders will be notified of any such withdrawal rights at the time of the variation.

This Sixth Supplementary Bidders' Statement has been approved by a resolution of the directors of each of the BGH Bidders.

Dated 13 June 2022

Yours sincerely,



Benjamin Gray

On behalf of **Oceania Equity Investments Pty Ltd** (ACN 655 692 738) as trustee for the **Oceania Trust:**



David Brooks

On behalf of **A.C.N. 658 293 166 Pty Ltd** (ACN 658 293 166):