Announcement Summary

Entity name

SONIC HEALTHCARE LIMITED

Announcement Type

New announcement

Date of this announcement

9/12/2024

The Proposed issue is:
A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
SHL	ORDINARY FULLY PAID	12,789,401

Proposed +issue date

1/4/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

SONIC HEALTHCARE LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.
If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type	**Registration Number**
ABN	24004196909

1.3 ASX issuer code

SHL

1.4 The announcement is
New announcement

1.5 Date of this announcement

9/12/2024

1.6 The Proposed issue is:
A placement or other type of issue

Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?
Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	1/4/2025	Estimated	

Comments

Satisfaction of regulatory conditions, including German antitrust approval, could affect the proposed issue date.

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
Existing class

Will the proposed issue of this +security include an offer of attaching +securities?
No

Details of +securities proposed to be issued

ASX +security code and description

SHL : ORDINARY FULLY PAID

Number of +securities proposed to be issued

12,789,401

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?
No

Please describe the consideration being provided for the +securities

The shares are issued as part of the consideration for the acquisition of all of the ownership equity in LADR - Laboratory Group Dr. Kramer & Colleagues pursuant to the terms of a share purchase agreement entered into between Sonic Healthcare Nine GmbH, Sonic Healthcare Seven GmbH, ISG Intermed Holding GmbH & Co. KG, ISG Intermed Partners GmbH & Co. KG and GEKRAMON INVESTMENT GmbH & Co. KG dated 6 December 2024.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

364,107,835.000000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
Yes

Part 7C - Timetable

7C.1 Proposed +issue date

1/4/2025

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?
No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?
Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

12,789,401 ordinary fully paid shares.

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?
No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?
No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?
No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?
Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

12,789,401 ordinary fully paid shares, cease to be subject to voluntary escrow on 1 April 2026.

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?
No

7E.2 Is the proposed issue to be underwritten?
No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

N/A

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Shares issued as part consideration for the acquisition of all equity in LADR - Laboratory Group Dr. Kramer & Colleagues pursuant to the terms of a share purchase agreement entered into by the parties mentioned in 7B above.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

The number of securities proposed to be issued under the share purchase agreement, as set out in 7B above, is an estimate only and is subject to change. The number of securities proposed to be issued is to be determined via a formula in the share purchase agreement.

The sellers have agreed to a specific percentage split of the net purchase price at settlement between Sonic shares and cash, with a cap on the Euro value of the share component. The number of Sonic shares to be issued will be determined prior to closing using the lower of the volume weighted average trading price of Sonic shares over a five-day trading period prior to signing of the transaction ($28.4695) and a five-day trading period in the lead up to the closing date.

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

Not applicable - the entity has arrangements in place with the holder that ensure the securities cannot be on-sold within 12 months in a manner that would breach section 707(3) or 1012C(6)