



ASX Announcement

Zenitas Healthcare Limited (ASX: ZNT)

17 September 2018

FY18 FULL YEAR RESULTS PRESENTATION

Zenitas Healthcare Limited (ASX: ZNT) (**Zenitas**) provides a copy of the Investor Presentation to be presented to investors at the Company's FY18 Investor Roadshow this week.

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About us

Zenitas is a community-based healthcare operator providing integrated care solutions that are primarily aimed at reducing the reliance on high cost acute and post-acute institutional care. Zenitas' strategy is to provide a range of allied health, home care and general practitioner services in Australia.





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The information in this presentation should be read in conjunction with the Appendix 4E and FY18 Financial Report issued to ASX by the Company on 31 August 2018.



Agenda

- 1. Executive Summary & Proposed transaction
- 2. FY18 highlights
- 3. FY18 financial performance
- 4. Zenitas Strategy and Vision
- 5. Growth strategy



Executive Summary

Key Achievements and Highlights:

- Achieved market guidance for FY18
- Successful completion of 13 acquisitions leading to a broader footprint and service offering and creating opportunities to cross-sell
- Business now at FY18 Pro Forma Revenue of \$130M and EBITDA of \$19M¹
- Investment in people to support organic growth including clinician recruitment and marketing teams
- Refinancing of debt facilities with NAB to provide further acquisition capacity²
- Final dividend declared of 1.5 cents per share fully franked, FY18 payout ratio is 48% of NPAT after minority interests

Executing on Zenitas strategy and vision:

- Significant expansion of Zenitas' homecare and mobile health footprint via Nextt, Dimple, Agewell and Australian Homecare acquisitions
- Introduction of homecare and mobile health business segments enables Zenitas to compete in the growing aged care and disability markets and leverage opportunities to cross-sell
- Accessing the ageing population and consumer directed care reforms and to realise greater cross-sell opportunities
- Chief Operating Officer appointed to commence September 2018
- Investing in consolidated systems for the future:
 - > Implementing single Customer Relationship Management system
 - > Supplier payments digitised and workflows automated
 - > Ongoing works across single finance and payroll system, introduction of risk management system and Human Resources Information System

FY19 Outlook and Guidance:

FY19 EBITDA Guidance will be provided at the Company's AGM to be held on 23 November 2018

Notes

- .. EBITDA prior to deducting minority interests of approximately \$4m
- 2. Debt Facility Agreements totalling \$68m signed on 30 August 2018 with proceeds to pay out existing Debt Facility with Westpac and for future acquisitions



Summary of the proposed acquisition of Zenitas

Transaction summary

- Proposal for Zenitas to be acquired under a scheme of arrangement by a consortium comprising Adamantem Capital and Liverpool Partners
- Zenitas shareholders offered \$1.46 per share in cash, representing:
 - 34.6% premium to the undisturbed closing price of A\$1.09 per share on 27 August 2018⁽¹⁾
 - 34.6% premium to the 1-month volume weighted average price (VWAP) of A\$1.08⁽²⁾
 - 40.3% premium to the 3-month VWAP of A\$1.04⁽³⁾
 - 11.9x EV / FY18 Underlying EBITDA (after deducting minority interests)⁽⁴⁾
- The Scheme Consideration implies a fully diluted market capitalisation for Zenitas of A\$110 million and an enterprise value of approximately A\$122 million⁽⁵⁾
- The members of the Zenitas Independent Board Committee (IBC) unanimously recommend the proposal to shareholders in the absence of a superior proposal and subject to the Independent Expert concluding that the Scheme is in the best interests of Zenitas shareholders
- The binding offer, received and accepted on 31 August 2018, is subject to shareholder, regulatory and court approvals

Notes

⁵⁾ Fully diluted market capitalisation calculated based on 75.3 million shares, comprising 74.4 million existing shares and 0.9 million options (as at 31 August 2018). Enterprise value calculated as the fully diluted market capitalisation plus Zenitas' net debt of \$12.2 million as at 30 June 2018.



¹⁾ The Zenitas closing price at 27 August 2018 is considered to be the undisturbed price for the stock, given the media speculation relating to the Company as a potential takeover target published before market open on 28 August 2018.

VWAP based on cumulative trading volume from 28 July 2018 to 27 August 2018 (inclusive).

³⁾ VWAP based on cumulative trading volume from 28 May 2018 to 27 August 2018 (inclusive).

¹⁾ Calculated based on FY18 Underlying EBITDA of \$13.9 million less EBITDA attributable to minority interests of \$3.7 million.

Summary of the proposed acquisition of Zenitas (cont.)

Indicative timetable¹

- Zenitas shareholders do not need to take any action at the present time
- An Explanatory Booklet containing among other things information relating to the Scheme, reasons for the IBC's
 unanimous recommendation, details of the Scheme Meeting and the Independent Expert's report will be sent to Zenitas
 shareholders in October 2018
- Zenitas has appointed KPMG as the Independent Expert
- Zenitas shareholders will be given the opportunity to vote on the Scheme at the Scheme Meeting which is expected to be held in mid November 2018
- Under the current proposed timetable, subject to shareholder approval and other approvals, the Scheme is expected to be implemented in late November 2018

Conditions

- Requisite shareholder approvals
- Foreign Investment Review Board approval
- No "Material Adverse Change" or "Prescribed Occurrences"
- An Independent Expert opining that the Scheme is in the best interests of Zenitas shareholders
- Court approval



FY18 results summary

FY18 Net Revenue

\$76.5m

个78%

FY18 Underlying EBITDA¹

\$13.9m

个99%

FY18 EBITDA¹ margin

18.2%

个12%

FY18 Underlying NPAT²

\$5.7m

个78%

Net Debt / Underlying EBITDA¹

<0.9 times

FY18 EPS FY18 DPS

6.1c 2.5c

2017PF: 7.2c Payout ratio 48% of NPAT

Notes:

- $1. \quad \mbox{ Underlying EBITDA before one-off acquisition transaction costs of $1.86m}$
- 2. Underlying NPAT excluding one-off acquisition transaction costs of \$1.86m and after non-controlling interests of \$3.4m



Operational Highlights

- > Organic EBITDA growth of 7.3%
- > 70 clinics up from 50 in FY17
- > Attracted 55,000+ new patients, clients and participants
- > 6% increase in RACF beds serviced
- > Investment to build strong senior management team and support personnel roles:
 - Appointment of Chief Operating Officer
 - Senior marketing, IT and HR management
 - Numerous back office support roles
- > Increased clinicians and care providers from 1600 to 2600+
- > Expanded disability homecare operations to SA
- > Progress on consolidation of back office and procurement initiatives:
 - Investment in communications platforms and IT services
 - Introduction of Customer Relationship Management platform
 - Consolidation of utilities and stationary agreements to realise substantial savings in FY19
 - Reduction in number of practice management systems in use



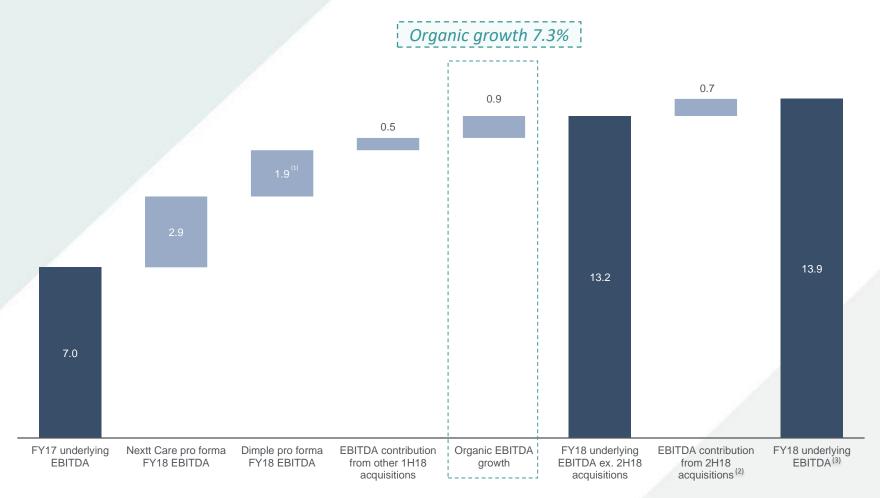






Growth from FY17 to FY18

Strong organic growth combined with significant contribution from acquisitions



Notes:

- (1) 10 months contribution.
- (2) EBITDA contribution from Peninsula Sports Medicine Group, Agewell and Beleura acquisitions, before minority interest.
- (3) Underlying EBITDA before one-off acquisition transaction costs of \$1.86m.
- (4) All amounts are before deducting minority interests.

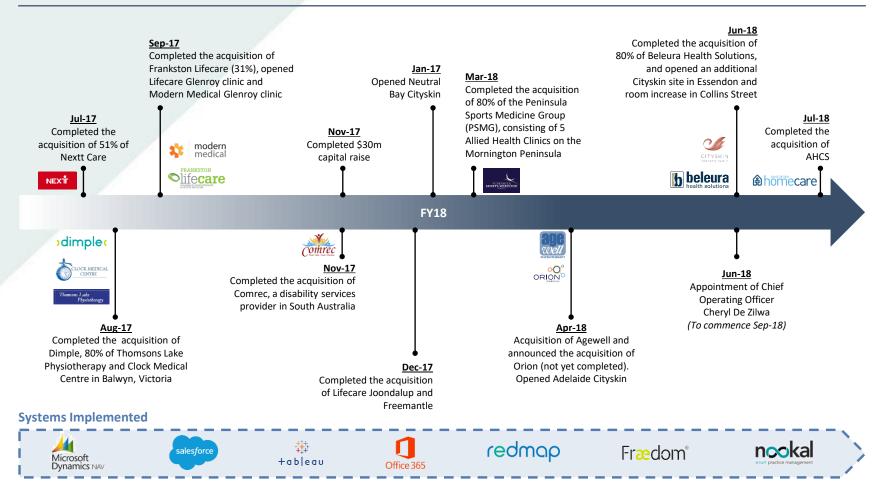
FY18 strategic framework in action

Initiatives	Key highlights	
1 Growth	 Leverage existing customer base and cross sell (e.g. Mobile Health services into Home Care, leverage mobile physio and podiatry customer relationships) 	✓
	Increase medical clinics' cross referrals and convert room rentals to Zenitas clinicians	\checkmark
	 Introduce additional modalities into existing clinics e.g. psychology, sports physio and podiatry 	\checkmark
	Opened additional Cityskin sites in Neutral Bay, Adelaide & Melbourne CBD	✓
	Develop GP and Allied Health recruitment strategy and potential clinician pipeline	✓
	Appointment of Cheryl De Zilwa as Chief Operating Officer, commencing September 2018	\checkmark
2 People	Centralised management and administration	\checkmark
	Recruit marketing, IT and HR support roles	✓
3 Systems and processes	 Capture customer data to support growth and marketing initiatives whilst extending CRM across the business Consolidate practice management systems and implement work scheduling platform 	✓ ✓
	Digitisation and automation of finance functions	✓
4 Integration	Centralisation, automation and outsourcing of corporate functions e.g. digitised accounts payable and automated workflows	✓
	Recruitment of additional project management and strategy implementation personnel	✓
5 Communication	 Consolidation of communications (Telstra), IT managed services, utilities and stationery Utilise systems to improve communication across all businesses 	√ √
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FY18 journey

Since relisting in January 2017, Zenitas has now grown to a \$130m¹ revenue business employing over 2,600 people in 6 states.



Acquisitions update

- > Zenitas has successfully completed four high quality acquisitions which significantly diversify its geographic coverage and services offered:
 - Incremental pro forma EBITDA of \$5.0m¹
 - Completion of Peninsula Sports Medicine Group (PSMG), Agewell, Beleura and Australian Home Care have occurred
 - All businesses are performing to expectation and integration activities are proceeding well
 - Padbury Family Practice will not complete due to vendor not satisfying transaction conditions precedent
 - Orion has been delayed due to WA Government decision to transition to NDIS from state-based scheme, impacting registration process

Announced acquisitions:

Target	% Acquired	Completion date	States	Integration level	Pro forma revenue (\$m) ⁽¹⁾	Pro forma EBITDA (\$m) ⁽¹⁾	Acquisition EV (\$m) ⁽²⁾
Peninsula Sports Medicine Group	80%	Mar 18	VIC	•	6.4	1.5	6.9
Agewell	100%	Apr 18	NSW	•	6.1	0.9	4.6
Beleura	80%	June 18	VIC		2.3	0.6	2.4
Australian Home Care	100%	July 18	VIC, NSW	•	38.0(3)	2.0(3)	4.0 ⁽⁴⁾
Orion Services	100%	ТВА	WA	n/a	4.5	0.7	3.6



Summary profit & loss

\$m	Statutory FY18	Pro Forma FY17	Variance	Statutory FY17	Variance
Revenue	76.6	43.0	78%	22.4	242%
Direct Costs	(2.9)	(1.9)	(53%)	(1.2)	(153%)
Wages and Salaries	(45.2)	(23.1)	(96%)	(12.2)	(271%)
Occupancy Expenses	(8.7)	(6.0)	(45%)	(3.5)	(150%)
Other Expenses	(5.8)	(5.0)	(16%)	(2.5)	132%
Underlying EBITDA ¹	13.9	7.0	99%	3.1	361%
Underlying EBITDA ¹ %	18.2%	16.3%	12%	13.7%	33%
EBITDA	12.1	4.4	174%	0.8	1,476%
Underlying EBIT ¹	12.3	6.1	102%	2.3	436%
Underlying NPAT ¹	9.2	4.8	92%	2.5	273%
Underlying NPAT ¹ after Non-Controlling Interests	5.7	3.2	78%	1.6	253%
Reported EPS (cents)	6.1	7.2	(15%)	n/a	n/a

Summary cash flow

\$m	Statutory FY18	Statutory FY17
EBITDA (including acquisition costs)	12.1	0.8
Other non-cash items	0.3	0.1
Changes in working capital	(4.0)	0.1
Net finance charges	(0.8)	(0.1)
Tax payments	(0.2)	-
Net cash flow from operating activities	7.4	0.9
Capital expenditure	(2.8)	(0.4)
Business acquisitions	(46.7)	(19.6)
Net cash flow from investing activities	(49.5)	(20.0)
Proceeds from shares, net of transaction costs	28.4	25.5
Borrowings (net)	18.5	(0.3)
Distributions to non-controlling interests	(5.0)	(0.4)
Dividends paid	(0.7)	-
Net cash flow from financing activities	41.2	24.8
Net cash flow	(0.9)	5.7

- > Underlying operating cashflows of \$9.5m for FY18
- > Statutory operating cashflow of \$7.4m includes:
 - \$1.9m acquisition transaction costs
 - \$0.2m income tax payment (Dimple)
- > Acquisitions costs (including earn out consideration) of \$46.7m:
 - Nextt Care \$9.6m
 - Dimple \$11.3m
 - PSMG \$7.2m
 - Agewell \$5.1m
 - Beleura \$2.3m
 - Comrec \$1.1m
 - Earn out payments \$7.0m
 - Other acquisitions \$3.1m
- > Proceeds from shares relates to November 2017 capital raising



Summary balance sheet

Strong balance sheet leaves Zenitas well-positioned for future growth

Financial Position extract \$m	Statutory 30 Jun 2018	Statutory 30 Jun 2017
Cash	6.7	7.7
Receivables	12.6	3.9
Other assets	1.3	0.9
Total Current Assets	20.6	12.5
PP&E	5.9	3.4
Intangibles	81.9	32.1
Deferred tax asset	2.7	2.0
Other assets	1.2	0.3
Total Non-Current Assets	91.8	37.8
TOTAL ASSETS	112.4	50.3
Payables	10.6	6.3
Provisions	6.2	8.4
Interest bearing liabilities	0.3	0.2
Income tax	2.1	0.0
Total Current Liabilities	19.2	14.9
Provisions	3.9	0.6
Interest bearing liabilities	18.5	0.2
Total Non-Current Liabilities	22.5	0.8
TOTAL LIABILITIES	41.6	15.7
NET ASSETS	70.8	34.6

- > Strong balance sheet and funding position:
 - Debt refinancing with NAB in August 2018 \$68m total facility with proceeds to repay existing Westpac debt facility and to fund future acquisitions
 - Reduction in borrowing costs by ~200bps
 - Conservative gearing allows the Company to pursue further acquisitions
- > At 30 June 2018:
 - Cash and undrawn debt facilities of \$12m
 - Net Debt / Underlying EBITDA less than 0.9 times
- > Intangibles movement represent changes to goodwill:
 - Increase in goodwill by \$49m from acquisitions through business combinations and adjustments to provisional goodwill
- > Details of NAB Debt Facility:
 - \$65m Corporate Loan, 3 year tenor
 - \$2m Bank Guarantee Facility
 - \$1m Equipment Finance Facility
 - Financial Covenants include Fixed Charge Cover ratio,
 Leverage ratio and Debt/Equity ratio





Zenitas vision and business model

What do we do?

Community-based care involves the provision of in-home and in-clinic based care solutions to reduce the reliance on high cost acute and post acute institutional care

ALLIED HEALTH



Allied Health comprises a diverse range of healthcare professions, including physiotherapists, exercise physiologists, occupational therapists and podiatrists. Allied health is delivered via clinic network or into aged care facilities, patient homes or location other than a clinic.

PRIMARY CARE

Primary Care comprises general practitioner services and complementary care services



HOME CARE

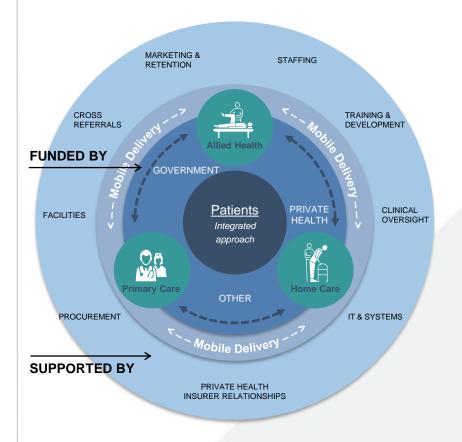
Home Care comprises consumer directed home and respite community-based care covering disability, aged and 24-hour care services

MOBILE HEALTH

Mobile Health services includes the delivery of Allied Health services into aged care facilities, patient homes or any location other than a clinic

Zenitas' vision

To be the leading provider of community based healthcare in Australia



Positively shaping community healthcare

Zenitas provides integrated care solutions which are primarily aimed at reducing the high cost of acute hospital care



Expanded clinic network to service 70 communities



Over 750,000 primary and allied health consultations



Over 55,000 new patients, clients or participants



Provided access to 9+ different healthcare disciplines



Over 4,000 primary cross-referrals written



76% of Allied Health and Primary Care patients surveyed scored us a 9 or 10



Implemented training to develop leadership & management skills

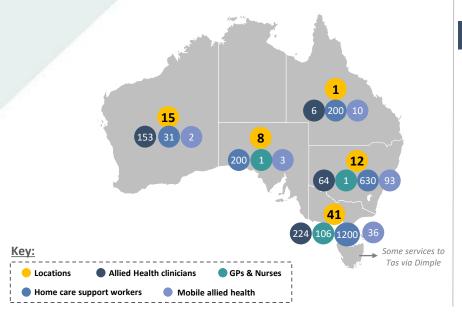


Investment into scalable platform that underpins growth

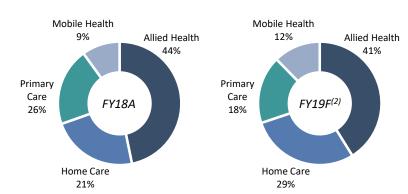
Zenitas' strong national footprint with diversified earnings

Strong national footprint (1)

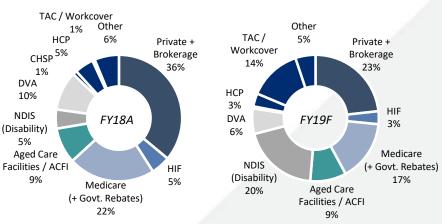
- Presence in six states
- Diversified revenues
- Strong Home Care footprint
- 77 locations
- √ 550+ Allied Health clinicians (clinic and mobile)
- √ 100+ GPs & nurses
- √ 2,000+ Home Care support workers
- √ 350+ staff



Gross profit contribution by business



Diversified revenue streams



Strong platform for growth

- > Multiple levers to drive growth:
 - Service expansion to broaden solution offering
 - Cross-sell opportunities
 - Investment in marketing to drive new patients & referrals
 - Strategic acquisition opportunities
- > Centralisation, automation and outsourcing of corporate functions
 - Supplier payments digitised and workflows automated
 - Implementing single Customer Relationship Management system
 - Ongoing works across single finance and payroll system, introduction of risk management system and Human Resources Information System
- > Broad and diverse customer base with multiple funding bodies
- > Experienced Management Team
 - Stable management team with strong track record of growth









Strong organic growth strategy



New customers in existing markets

- Implemented digital marketing strategy to efficiently target new audiences
- Developed relationship marketing strategies to build referral networks
- Instigated local area marketing plans to build practitioner and clinic profiles within local communities
- Investment in brand strategy to strengthen national footprint and build awareness



Strong customer retention

- Refined marketing strategies and commenced programs to improve customer engagement
- Introduced customer service and retention benchmarks with ongoing initiatives to drive improvements
- Invested in customer and brand research to underpin a customer experience strategy



Expanded service offering

- Expanded service provision to support NDIS rollout
- Introduced new modalities and areas of specialty within existing businesses
- Investigating new product offerings and subscription models within allied health



Improved standards of care

- Leveraging partnerships with specialist and highprofile clinicians to enhance knowledge and training within wider network
- Benchmarking of clinical standards across practices to identify training opportunities and optimise product / service offering



Zenitas M&A strategy

Why we acquire?

- > Complementary geographic coverage to enhance penetration and complement cross referrals
- > Acquire best practice systems and processes, customer lists, industry accreditations and labour pool
- > Accelerate organic growth through targeted acquisitions
 - Increases cross-sell ability to existing customers
 - Leverage operational efficiencies to extract synergies
- > Sticky customers mitigate integration risk
- > Experience acquiring and integrating well to deliver expected synergies.
- > Obtain capable and experienced management teams

What we target?

- > Businesses that underpin Zenitas' strategic objectives
- > Zenitas acquisition criteria:
 - 1. Culture people
 - 2. Systems and processes
 - 3. Strategic alignment
 - 4. Organic growth and cross-sell opportunities
 - 5. Price and transaction considerations













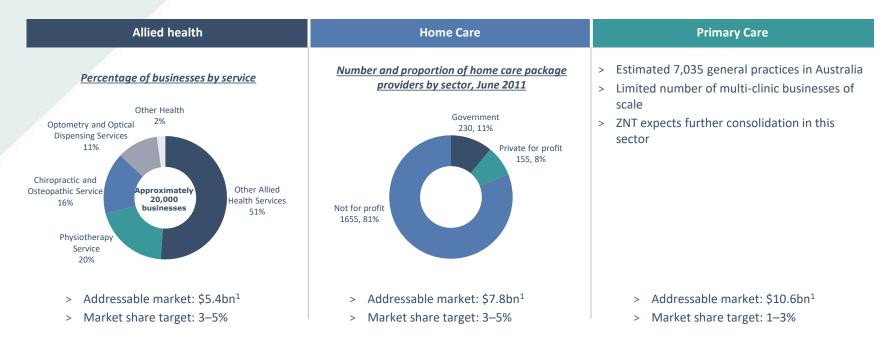
Acquisition pipeline

- > Zenitas continues to pursue acquisitions that support its strategic objectives /geographic/market segment synergies
- > Zenitas' acquisition pipeline remains strong across multiple community healthcare market segments
- > Several acquisitions in varying stages of completion
- > New \$68m bank facility will enable Zenitas to execute on opportunities in due course
- > Transaction multiples remain within Zenitas expectations

Market opportunity across existing verticals

The allied health, home care and primary care segments are highly fragmented, with the majority of the industry being comprised of smaller operators, many of which are single site service providers.

- > The industry fragmentation presents an attractive opportunity for aggregation with the consolidation of smaller operators into a unified corporate structure offering distinct advantages including:
 - Cost efficiencies with operation support, practitioner development and procurement synergies; and
 - Aggregation across the various disciplines (including both clinical and mobile) provides additional choice and convenience for patients



Market opportunity in NDIS

The Federal Government is moving the burden of healthcare services from hospitals to primary care via the National Healthcare & Disability Reforms.

