

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Healthscope Limited (HSO)  
ACN/ARSN ACN 144 840 639

### 1. Details of substantial holder (1)

Name ANZ Hospitals Pty Ltd (Bidco) on its own behalf and on behalf of its ultimate controller, Brookfield Asset Management Inc. (BAM) and each of BAM's other controlled entities listed in Annexure A (being each other entity interposed on a control basis between BAM and Bidco) (known as a BAM Group Entity)  
ACN/ARSN (if applicable) Bidco - ACN 631 014 938

There was a change in the interests of the substantial holder on 10 / 4 / 2019<sup>1</sup>  
The previous notice was given to the company on 25 / 3 / 2019  
The previous notice was dated 25 / 3 / 2019

### 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 (Shares)	201,064,484	11.55%	233,528,600 (see paragraph 4 of this notice)	13.41% (see paragraph 4 of this notice)

### 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 changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
10 / 4 / 2019	Bidco, BAM, each BAM Group Entity, NorthWest Healthcare Properties Real Estate Investment Trust (NWH), NWH Australia AssetCo Pty Ltd (ACN 617 449 948) as trustee of NWH Australia Asset Trust (NWH AssetCo) and each other entity listed in Annexure B (each a NWH Group)	The nature of the relevant interest in Shares held by these persons has not changed from that disclosed in the Form 604 (Notice of change of interests of substantial holder) Bidco gave to HSO on 25 March 2019 (Bidco Form 604).  However, Deutsche Bank AG, Sydney Branch (DB) publicly announced in a Form 604 (Notice of change of interests of substantial holder) dated 12 April 2019 (DB Form 604) that it has increased its relevant interest in Shares by 35,926,346 Shares, such that it now has a relevant interest in 236,990,830 Shares (13.61% of total Shares). Accordingly:  • as at 12 April 2019, under section 608(8) of the Corporations Act 2001 (Cth) (Corporations Act) NWH AssetCo had a relevant interest in 233,528,600 Shares as a result of the DB	Nil	32,464,116 Shares	32,464,116

<sup>1</sup> Bidco only became aware of the change referred to in paragraph 3 of this notice on 12 April 2019.

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
	Company)	<p>Arrangements (as defined below), being the maximum number of Shares in which NWH AssetCo may acquire a relevant interest under the DB Arrangements; and</p> <ul style="list-style-type: none"> <li>as a result of the "Process Deed" (as that term is defined in the Form 603 (Notice of initial substantial holder) Bidco gave to HSO on 1 March 2019 (<b>Bidco Form 603</b>)), under section 608(8) of the Corporations Act Bidco may be taken to have a relevant interest in the same Shares that NWH AssetCo has a relevant interest in.</li> </ul> <p>As set out in the Bidco Form 604:</p> <ul style="list-style-type: none"> <li>BAM and each BAM Group Entity have a relevant interest under section 608(3)(b) of the Corporations Act as they control Bidco;</li> <li>NWH and NWH HoldCo each have a relevant interests under section 608(3)(b) of the Corporations Act as they control NWH AssetCo; and</li> <li>each other NWH Group Company has a relevant interest under section 608(3)(a) of the Corporations Act.</li> </ul>			

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:<sup>2</sup>

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
Bidco	Bainpro Nominees Pty Ltd	DB	The holder, Bidco, is not the owner of the Shares. However, Bidco has entered into the Process Deed with NWH. Under the Process Deed NWH has undertaken, amongst other things, to procure that certain Shares are voted in favour of the members' scheme of arrangement under Chapter 5.1 of the Corporations Act that was announced by HSO on 1 February 2019, tender into the Takeover that was announced by HSO on 1 February 2019 and vote against any "Competing Proposal". Having regard to the arrangements of the NWH Group Companies discussed below, as a result of the Process Deed Bidco may be taken to have a relevant interest in	40,857,695 Shares <sup>3</sup>	40,857,695 <sup>4</sup>
				168,496,722 Shares <sup>3</sup>	168,496,722 <sup>4</sup>
	Unknown	Unknown		98,610 Shares <sup>3</sup>	98,610 <sup>4</sup>
				11,826 Shares <sup>3</sup>	11,826 <sup>4</sup>
	Statestreet Bank Luxembourg	DWS Investment S.A.		121,360 Shares <sup>3</sup>	121,360 <sup>4</sup>
	Deutsche Bank AG, London Branch	Deutsche Bank AG, London Branch		1,256,319 Shares <sup>3</sup>	1,256,319 <sup>4</sup>
	Unknown			26,000,000 Shares <sup>3</sup>	26,000,000 <sup>4</sup>
	J.P. Morgan	DWS International GmbH		113,691 Shares <sup>3</sup>	113,691 <sup>4</sup>
	The Northern Trust Company, London	DWS Investment Management Americas, Inc		10,316 Shares <sup>3</sup>	10,316 <sup>4</sup>
Bank of New York Mellon	DBX Advisors LLC	24,291 Shares <sup>3</sup>	24,291 <sup>4</sup>		

<sup>2</sup> In completing this paragraph 4, Bidco has relied on the information disclosed in the DB Form 604. Neither Bidco, BAM, any BAM Group Entity, NWH nor any NWH Group Company has verified the information disclosed in the DB Form 604.

<sup>3</sup> Up to a total aggregate amount of 233,528,600 Shares.

<sup>4</sup> Up to a total aggregate amount of 233,528,600.

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
			<p>Shares under section 608(8) of the Corporations Act. Even if Bidco was not taken to have a relevant interest in the Shares, NWH may be an associate of Bidco as set out in paragraph 6 of the Bidco Form 603.</p> <p>A copy of the Process Deed is annexed to the Bidco Form 603.</p> <p>Bidco's relevant interest is in the same Shares in which NWH AssetCo has a relevant interest, as discussed below.</p>		
BAM and each BAM Group Entity	The same as stated for Bidco above	The same as stated for Bidco above	BAM and each BAM Group Entity have a relevant interest in Shares under section 608(3)(b) of the Corporations Act as they control Bidco.	The same as stated for Bidco above	The same as stated for Bidco above
NWH AssetCo	The same as stated for Bidco above	The same as stated for Bidco above	<p>The holder, NWH AssetCo, is not the owner of the Shares. However, under section 608(8) of the Corporations Act, it may be taken to have a relevant interest in any Shares in which DB has a relevant interest under the arrangements described in its Form 603 (Notice of initial substantial holder) dated 8 May 2018 and its Forms 604 (Notice of change of interests of substantial holder) dated 20 November 2018 and 3 December 2018, as well as the announcement NWH released to ASX on 1 February 2019 (<b>DB Arrangements</b>), including a share forward contract.</p> <p>The maximum number of Shares in which NWH AssetCo may acquire a relevant interest under the DB Arrangements is 233,528,600 Shares.</p>	The same as stated for Bidco above	The same as stated for Bidco above
NWH HoldCo	The same as stated for Bidco above	The same as stated for Bidco above	NWH and NWH HoldCo each have a relevant interest under section 608(3)(b) of the Corporations Act as they control NWH AssetCo.	The same as stated for Bidco above	The same as stated for Bidco above
NWH Group Company	The same as stated for Bidco above	The same as stated for Bidco above	Each other NWH Group Company has a relevant interest under section 608(3)(a) of the	The same as stated for Bidco above	The same as stated for Bidco above



## Annexure A

This is Annexure A of 1 page referred to in the Form 604 (Notice of change of interests of substantial holder) signed by me and dated 16 April 2019.

Signed by: \_\_\_\_\_

*A. Elser*

Print name: Alexandra Elser

Date: 16 / 4 / 2019

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- 1 ANZ Hospitals Senior Holdco Pty Ltd (ACN 631 014 956)
- 2 ANZ Hospitals Midco Pty Ltd (ACN 631 014 947)
- 3 ANZ Hospitals Topco Limited (ACN 631 014 965)
- 4 Brookfield Private Equity Holdings LLC in its capacity as general partner of Brookfield Capital Partners V (CDN II) GP in its capacity as general partner of BCP VIG Holdings L.P.
- 5 Brookfield Capital Partners V GP LLC as general partner and manager of Brookfield Capital Partners Fund V L.P.
- 6 Brookfield Capital Partners V (CDN II) GP
- 7 Brookfield Private Equity Holdings LLC
- 8 Brookfield US Inc.
- 9 Brookfield US Holdings Inc.
- 10 Brookfield Holdings Canada Inc.

## Annexure B

This is Annexure B of 2 pages referred to in the Form 604 (Notice of change of interests of substantial holder) signed by me and dated 16 April 2019.

Signed by: A. Elser

Print name: Alexandra Elser

Date: 16 / 4 / 2019

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- 1 NWH Australia Holdco Pty Ltd as trustee for the NWH Australia Hold Trust
  - 2 NWH Australia AssetCo Pty Ltd as trustee for the NWH Australia Asset Trust
  - 3 NorthWest Healthcare Australia RE Limited as responsible entity of the NorthWest Healthcare Properties Australia Real Estate Investment Trust
  - 4 Northwest Healthcare Australia Investments Pty Limited
  - 5 NorthWest Healthcare Properties Management Pty Limited
  - 6 NorthWest Healthcare Management (Hurstville) Pty Ltd
  - 7 Divine Logistics Pty Ltd as trustee for the Divine Logistics Trust
  - 8 NorthWest Healthcare Custodian (Casey) Pty Ltd
  - 9 NorthWest Healthcare (ARCBS) Pty Limited
  - 10 NWI LP
  - 11 NHP Holdings Limited Partnership
  - 12 NWI Healthcare Properties LP
  - 13 NorthWest Healthcare Properties Corporation
  - 14 NWI Healthcare Properties LP
  - 15 NWI Gesundheitsimmobilien GmbH & Co KG
  - 16 NWI Management GmbH
  - 17 NWI Healthcare Properties LLC
  - 18 Northwest International Investimentos Imobiliar SA
  - 19 Northwest International II Investimentos Imobiliar SA
  - 20 Fundo De Investimento Imobiliário NorthWest Investimentos Fund I Imobiliários Em Saúde
  - 21 NorthWest Investimentos Em Saúde Fund I Fundo de Investimento Multimercado
  - 22 NWI NZ Management Company Limited
  - 23 Trustee Executors Limited as trustee for the Vital Healthcare Property Trust
  - 24 NorthWest Healthcare Property Management Limited
  - 25 Australian Properties Limited
  - 26 NorthWest Healthcare Australian Property Proprietary Ltd as trustee for Vital Healthcare Australian Property Trust
  - 27 Vital Healthcare Property Ltd

- 28 Vital Healthcare Investment Trust
- 29 Colma Services Ltd
- 30 Eastern Specialists Consulting Ltd
- 31 Future Revelation Limited (BVI)
- 32 NorthWest Healthcare Australia Acquisition Company Pty Limited
- 33 NWI Australian Management Company Pty Limited
- 34 NWA Investment Management Pty Ltd
- 35 NWA Development Management Pty Ltd
- 36 NorthWest Healthcare Australia RE Limited as the trustee for the NorthWest Australia HSO Trust
- 37 NorthWest Healthcare Australia RE Limited as the trustee for the NWA (Norwest) Sub Trust
- 38 NorthWest Healthcare Australia RE Limited as the trustee for the NWA (The Hills) Sub Trust
- 39 NorthWest Healthcare Australia RE Limited as the trustee for the NWA (Darwin) Sub Trust
- 40 NorthWest Healthcare Australia RE Limited as the trustee for the NWA (Griffith) Sub Trust
- 41 NorthWest Healthcare Australia RE Limited as the trustee for the NWA (Melbourne Clinic) Sub Trust
- 42 NorthWest Healthcare Australia RE Limited as the trustee for the NWA (John Fawkner) Sub Trust
- 43 NorthWest Healthcare Australia RE Limited as the trustee for the NWA (Sydney Clinic) Sub Trust
- 44 NorthWest Healthcare Australia RE Limited as the trustee for the NWA (Lady Davidson) Sub Trust
- 45 NorthWest Healthcare Australia RE Limited as the trustee for the NWA (Hunter Valley) Sub Trust
- 46 NorthWest Healthcare Australia RE Limited as the trustee for the NWA (Brisbane Private) Sub Trust
- 47 NorthWest Healthcare Australia RE Limited as the trustee for the NWA (Newcastle Private) Sub Trust
- 48 NWA HSO Co Pty Ltd