



**COURT APPROVES CONVENING OF SCHEME MEETING ON 22 MAY 2019**

**INDEPENDENT EXPERT CONCLUDES SCHEME IS IN BEST INTERESTS OF  
SHAREHOLDERS AND TAKEOVER OFFER IS FAIR AND REASONABLE**

**16 APRIL 2019**

**Court approval**

Healthscope Limited (“Healthscope”) today announced that the Federal Court has ordered a meeting of Healthscope shareholders to consider and vote on the previously announced scheme of arrangement (“Scheme”) under which an entity controlled by Brookfield Business Partners, and its institutional partners (“Brookfield”) will acquire all of the shares in Healthscope.

The Federal Court’s order follows the receipt by Brookfield of all regulatory approvals contemplated under the Implementation Deed.

If the Scheme is approved by the requisite majority of Healthscope shareholders and all conditions precedent are satisfied or waived, Healthscope shareholders will receive cash consideration<sup>1</sup> of \$2.465 per Healthscope share, to be paid on the implementation date (currently expected to be on or about Thursday, 6 June 2019).

The Scheme meeting will be held at 10.00am (Melbourne time) on Wednesday, 22 May 2019 at the Mayfair Ballroom, Grand Hyatt, 123 Collins Street, Melbourne Victoria.

Information relating to the Scheme, as well as Brookfield’s simultaneous off-market takeover offer, will be included in a Transaction Booklet which will be sent to Healthscope shareholders following registration of the Transaction Booklet with the Australian Securities and Investments Commission (“ASIC”) and lodgement with the ASX.

The Transaction Booklet will be released in a further announcement following registration with ASIC.

**Independent Expert’s Report**

The Independent Expert, Grant Samuel & Associates Pty Limited (“Grant Samuel”), has concluded that the Scheme is in the best interests of Healthscope shareholders and the takeover offer is fair and reasonable, in the absence of a superior proposal.

Grant Samuel’s conclusion should be read in context with the full Independent Expert’s Report and the Transaction Booklet, which will be released shortly.

The Healthscope Board unanimously recommends that Healthscope shareholders:

- (1) vote in favour of the Scheme;
- (2) accept the takeover offer for all of your shares in Healthscope; and
- (3) vote in favour of the capital return<sup>2</sup>,

<sup>1</sup> Instead of cash consideration, eligible Healthscope shareholders may elect (subject to certain limitations) to receive unlisted shares in the Brookfield controlled entity which will own Healthscope after implementation of the Scheme.

<sup>2</sup> The capital return is conditional, and will only be paid, if approved by Healthscope shareholders, the takeover offer becomes unconditional and a number of other conditions are satisfied. Further information on the capital return will be included in the Transaction Booklet.



Healthscope

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in the absence of a superior proposal, and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of shareholders and that the takeover offer is fair and reasonable (as applicable).

**Further enquiries:**

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**About Healthscope**

Healthscope (ticker: HSO) is a leading private healthcare provider with 43 private hospitals in Australia and pathology operations across New Zealand.

Healthscope has a team of 18,000 people and 17,500 Accredited Medical Practitioners, providing care to patients ranging from pathology tests to complex surgery.

We place the highest priority on quality clinical outcomes, transparency of reporting and elevating the overall patient experience. Healthscope was the first private hospital operator in Australia to report performance against quality and clinical outcome metrics publicly, just one part of our program to maintain and continually improve our high standards.