



**4 October 2019**

Australian Securities Exchange  
20 Bridge Street,  
Sydney NSW 2000

### **Maximum issue of earn out shares following strong performance**

**Melbourne, Victoria** – Alcidion Group Limited (ASX:ALC) (**Company**) today announced that it has issued 79,156,471 new ordinary shares to the vendors of MKM Health and Patientrack, in accordance with the acquisition agreements announced on 24 April 2008.

This issue of shares represents the final component of consideration payable by Alcidion and was contingent upon the combined MKM Health and Patientrack businesses contributing at least \$11M in revenue and \$2M in EBITDA to the Alcidion Group in FY2019, both of which were exceeded.

In addition, the Company has issued 5,866,443 new ordinary shares to the vendor of Oncall Systems, together with a cash payment of \$253,985, representing the final earn out relating to the acquisition of Oncall Systems that was announced on 1 February 2018.

These payments were previously announced and fully provided for in both the Half Year and Full Year 2019 Results.

Following this issuance of new shares, there are now 900,694,052 million ordinary shares in the Company.

Alcidion Chair Rebecca Wilson said, "We are very pleased with Alcidion's strong financial performance over the past year. The complementary skills and solutions brought to the business via these acquisitions have been instrumental to the growth.

"The businesses are now integrated under the Alcidion brand representing a leading suite of solutions, and we are well placed to build on the success of the past year – entering FY20 with an even stronger book of sold revenue and a solid pipeline of opportunities," she said.

**ENDS**

For further information, please contact:

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### **About Alcidion**

Alcidion Limited (ASX:ALC) has a simple purpose: to transform healthcare with smart, intuitive technology solutions that meet the needs of hospital and allied healthcare, worldwide. It offers a complementary set of software products and services that create a unique offering in the global



healthcare market; solutions that support interoperability, allow communication and task management, and deliver clinical decision support at the point of care to improve patient outcomes. In 2017 Alcidion acquired Oncall System and its Smartpage clinical communication system. In 2018 it acquired the Patientrack bedside patient monitoring software and MKM Health, an IT solutions and services provider. These offerings now operate under the Alcidion brand. With over 25 years of combined healthcare experience, Alcidion brings together the very best in technology and market knowledge to deliver solutions that make healthcare better for everyone.

[www.alcidion.com](http://www.alcidion.com)

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## **Notice under section 708A(5)(e) of the Corporations Act**

**Melbourne, Victoria** - This notice is given by Alcidion Group Limited (ASX:ALC) (**Alcidion**) under section 708A(5)(e) of the Corporations Act 2001 (Cth) (**Corporations Act**).

Alcidion advises that it has issued 79,156,471 fully paid ordinary shares (New Shares) to the MKM Health and Patientrack vendors at a deemed issue price of 5.05 cents per shares in full satisfaction of the Contingent Payments due and payable in accordance with Sale and Purchase Agreements executed on 3 July 2018.

It has also issued 5,866,443 fully paid ordinary shares (New Shares) to the Oncall Systems vendor at a deemed issue price of 4.92 cents per shares in full satisfaction of the Uplift Payment due and payable under the Oncall Share Purchase Agreement executed on 1 February 2018.

In accordance with section 708A(6) of the Corporations Act, Alcidion advises that:

- a) the New Shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act;
- b) it is providing this notice under paragraph 5(e) of section 708A of the Corporations Act;
- c) as at the date of this notice Alcidion, as a disclosing entity under the Corporations Act, has complied with:
  - i. the provisions of Chapter 2M of the Corporations Act as they apply to Alcidion; and
  - ii. section 674 of the Corporations Act; and
- d) as at the date of this notice, there is no excluded information of the type referred to in sub-sections 708A(7) and 708A(8) of the Corporations Act.

**ENDS**

For further information, please contact:

**Kyahn Williamson**, WE Buchan  
Ph: 0401018828  
[kwilliamson@we-buchan.com](mailto:kwilliamson@we-buchan.com)



## About Alcidion

Alcidion Limited (ASX:ALC) has a simple purpose: to transform healthcare with smart, intuitive technology solutions that meet the needs of hospital and allied healthcare, worldwide. It offers a complementary set of software products and services that create a unique offering in the global healthcare market; solutions that support interoperability, allow communication and task management, and deliver clinical decision support at the point of care to improve patient outcomes. In 2017 Alcidion acquired Oncall System and its Smartpage clinical communication system. In 2018 it acquired the Patientrack bedside patient monitoring software and MKM Health, an IT solutions and services provider. These offerings now operate under the Alcidion brand. With over 25 years of combined healthcare experience, Alcidion brings together the very best in technology and market knowledge to deliver solutions that make healthcare better for everyone.

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Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

**ALCIDION GROUP LIMITED**

ABN

**77 143 142 410**

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | 1) Fully paid ordinary shares<br>2) Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 1) 79,156,471<br>2) 5,866,443                                  |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 1) Fully paid ordinary shares<br>2) Fully paid ordinary shares |

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>the date from which they do</li> <li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>1) Yes, the shares issued will rank equally with existing ordinary shares on issue</p> <p>2) Yes, the shares issued will rank equally with existing ordinary shares on issue</p>
5	Issue price or consideration	<p>1) Deemed issue price of \$0.0505 (5.05 cents) per share</p> <p>2) Deemed issue price of \$0.0492 (4.92 cents) per share</p>
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>1) Issue of Contingent Shares in relation to Sale and Purchase Agreements between the Company and MKM Health and Patientrack respectively on 3 July 2018.</p> <p>2) Issue of Contingent Shares in relation to the acquisition of Oncall Systems on 1 February 2018</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	25 October 2018
6c	Number of +securities issued without security holder approval under rule 7.1	<p>1) 79,156,471 Fully paid ordinary shares</p> <p>2) 5,866,443 Fully paid ordinary shares</p>
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil

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+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil	
6f	Number of +securities issued under an exception in rule 7.2	Nil	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer Annexure 1	
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	4 October 2019	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		900,694,052	Fully paid ordinary shares

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

## Part 2 - Pro rata issue

SECTION NOT APPLICABLE

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of +securities  
(tick one)

(a) ☒ +Securities described in Part 1

(b) ☐ All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37 ☐ A copy of any trust deed for the additional +securities

### Entities that have ticked box 34(b)

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+ See chapter 19 for defined terms.

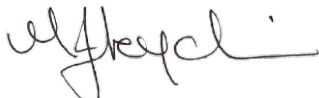


38	Number of +securities for which +quotation is sought	Nil	
39	+Class of +securities for which quotation is sought	N/A	
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	N/A	
41	<p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A	
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class

+ See chapter 19 for defined terms.

**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



**MELANIE LEYDIN**  
Company Secretary

4 October 2019

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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

### Part 1

Rule 7.1 – Issues exceeding 15% of capital	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>Insert</b> number of fully paid *ordinary securities on issue 12 months before the *issue date or date of agreement to issue	805,671,138
<b>Add</b> the following: <ul style="list-style-type: none"> <li>Number of fully paid *ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>Number of fully paid *ordinary securities issued in that 12 month period with shareholder approval</li> <li>Number of partly paid *ordinary securities that became fully paid in that 12 month period</li> </ul> <b>Note:</b> <ul style="list-style-type: none"> <li>Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	5,000,000 – 16 July 2019 5,000,000 – 27 August 2019
<b>Subtract</b> the number of fully paid *ordinary securities cancelled during that 12 month period	-
<b>“A”</b>	815,671,138

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

<b>Step 2: Calculate 15% of "A"</b>	
<b>"B"</b>	0.15 <i>[Note: this value cannot be changed]</i>
<b>Multiply "A" by 0.15</b>	122,350,670
<b>Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used</b>	
<p><i>Insert</i> number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p><i>Note:</i></p> <ul style="list-style-type: none"> <li>• <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i></li> <li>• <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i></li> <li>• <i>It may be useful to set out issues of securities on different dates as separate line items</i></li> </ul>	<p>79,156,471 - 4 October 2019</p> <p>5,866,443 - 4 October 2019</p>
<b>"C"</b>	85,022,914
<b>Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1</b>	
<p>"A" x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	122,350,670
<p><b>Subtract "C"</b></p> <p><i>Note: number must be same as shown in Step 3</i></p>	(85,022,914)
<b>Total ["A" x 0.15] – "C"</b>	<p><b>37,327,756</b></p> <p><i>Note: this is the remaining placement capacity under rule 7.1</i></p>

+ See chapter 19 for defined terms.

## Part 2

<b>Rule 7.1A – Additional placement capacity for eligible entities</b>	
<b>Step 1: Calculate “A”, the base figure from which the placement capacity is calculated</b>	
<b>“A”</b> <i>Note: number must be same as shown in Step 1 of Part 1</i>	815,671,138
<b>Step 2: Calculate 10% of “A”</b>	
<b>“D”</b>	0.10 <i>Note: this value cannot be changed</i>
<b>Multiply “A” by 0.10</b>	81,567,113
<b>Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used</b>	
<b>Insert</b> number of <sup>†</sup> equity securities issued or agreed to be issued in that 12 month period under rule 7.1A  <b>Notes:</b> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul>	-
<b>“E”</b>	-
<b>Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A</b>	
<b>“A” x 0.10</b> <i>Note: number must be same as shown in Step 2</i>	81,567,113
<b>Subtract “E”</b> <i>Note: number must be same as shown in Step 3</i>	-
<b>Total [“A” x 0.10] – “E”</b>	<b>81,567,113</b> <i>Note: this is the remaining placement capacity under rule 7.1A</i>

<sup>†</sup> See chapter 19 for defined terms.