

# Capitol Health Limited (ASX: CAJ)

ACN 117 391 812

## SHARE PURCHASE PLAN OFFER BOOKLET

**This is an important document and requires your immediate attention. You should read this Offer Booklet in full.**

Each Eligible Shareholder has the opportunity to participate in the Capitol Health Share Purchase Plan (**SPP**) by applying for up to \$30,000 of new Shares in Capitol Health without incurring brokerage or other transaction costs. This Offer Booklet provides details of the SPP and explains how Eligible Shareholders can participate.

Application for new Shares under the SPP must be received by 5:00pm (Melbourne time) on 13 May 2020.

**Not for release or distribution in the United States or, except with the consent of Capitol Health, elsewhere outside Australia and New Zealand.**

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## Important Information

This document is intended for use only in connection with the SPP offer to Eligible Shareholders in Australia or New Zealand. No action has been taken to permit an offering of Shares in any jurisdiction outside of Australia and New Zealand. The distribution of this document may be restricted by law and persons (including Custodians and nominees) who come into possession of this document should observe any such restrictions.

This document may not be distributed or released in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares in the United States or in any jurisdiction where such an offer would be illegal. The Shares to be offered and sold under the SPP have not been, and will not be, registered under the Securities Act or the securities laws of any U.S. state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account of benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States).

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## 1. Letter from the Chairman

22 April 2020

Dear Shareholder

### CAPITOL HEALTH SHARE PURCHASE PLAN

#### AN OPPORTUNITY TO INCREASE YOUR SHAREHOLDING IN CAPITOL HEALTH

On behalf of the Board, I am pleased to offer you the opportunity to participate in the Share Purchase Plan (**SPP**) recently announced by Capitol Health Limited (**Capitol Health** or **Company**).

The SPP provides Eligible Shareholders with an opportunity to apply for up to \$30,000 in new Shares (subject to any scale back) irrespective of the number of Shares they currently own without having to pay brokerage or transaction costs (the **Offer**). The SPP aims to raise approximately \$10 million.

The launch of the SPP follows the recent announcement by Capitol Health regarding the placement of 186,498,879 Shares, each at an issue price of \$0.16 (**Placement Shares**) to raise \$29.8 million (before costs) (**Placement**).

The Issue Price of Shares issued under the SPP is \$0.16 per Share, which is equal to the issue price under the Placement, and which represents a 17.9% discount to Capitol Health's closing price of \$0.195 per Share on 9 April 2020 (being the last trading day prior to the announcement of the Placement and SPP) (**Issue Price**).

#### Use of funds

Funds raised from the Placement and the SPP will be used to enhance Capitol Health's balance sheet flexibility, support the business during the current macroeconomic uncertainty, increase liquidity capital, reduce net debt and allow the Company's growth agenda to be pursued.

#### Participation in SPP

Capitol Health is committed to ensuring that all Eligible Shareholders have the opportunity to participate in the SPP.

The SPP is being offered exclusively to all Eligible Shareholders, being registered holders as at 7.00 pm (Melbourne time) on 9 April 2020 (**Record Date**) with a registered address in Australia or New Zealand. The SPP is also being offered to Eligible Shareholders who are Custodians to participate in the Offer on behalf of certain Eligible Beneficiaries, subject to the Terms and Conditions.

Participation in the SPP is entirely voluntary and all Shares issued under the SPP will rank equally with existing Shares and will carry the same voting rights and entitlement to receive distributions.

No brokerage, commissions or other transaction costs will apply to purchases under the SPP.

#### Cap on SPP and Scale Back of Applications

Capitol Health aims to raise \$10 million under the SPP (being approximately 62.5 million Shares at an issue price of \$0.16 per Share). Capitol Health reserves the right to increase the size of the SPP at its absolute discretion.

If Applications under the SPP exceed \$10 million or a higher amount determined by the Company (**SPP Cap**), the Company may scale back Applications received under the SPP. If Applications are scaled back, this will be done on the basis of a fixed percentage applied to each Application calculated by reference to the percentage by which the aggregate value of all Applications exceeds the SPP Cap. If Applications are scaled back, any excess Application monies will be refunded without interest.

### **How to accept this offer**

To apply for Shares under the SPP, please follow the instructions on the enclosed personalised Application Form. To participate in the Offer, you must complete and return the Application Form together with your cheque, bank draft or money order in Australian dollars by 5.00 pm (Melbourne time) on 13 May 2020. Alternatively, you can pay by BPAY® (for Australian Shareholders only), in which case you do not need to return the Application Form.

The SPP opens at 9.00 am (Melbourne time) on 22 April 2020 and will close at 5.00 pm on 13 May 2020 (unless extended). Late Applications may be accepted or rejected in the absolute discretion of the Company. Capitol Health also reserves the right to vary the Closing Date without prior notice subject to the Corporations Act and the ASX Listing Rules.

### **Questions and further information**

This Offer Booklet contains important information about the SPP to assist you in deciding whether to participate in the SPP. You should read this Offer Booklet carefully and in its entirety before deciding whether to apply, and in particular, the 'Key Risks' section of the investor presentation released to the ASX on 17 April 2020.

If you have any questions in relation to how to participate in the SPP, please contact the Company's Share Registry, Computershare Investor Services Pty Limited, on 1300 850 505 (within Australia) or +61 (0)3 9415 4000 (outside Australia) between the hours of 8:30am and 5:00pm (Melbourne time), Monday to Friday or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in Capitol Health through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

Thank you for your continued support of Capitol Health.

Yours faithfully



Andrew Demetriou  
Chairman  
Capitol Health Limited  
**Dated:** 22 April 2020

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## 2. Key Dates

Event	Date
Record Date for determining entitlements under the SPP	7.00pm (Melbourne time) on 9 April 2020
Offer Booklet dispatched to Eligible Shareholders	22 April 2020
SPP offer opens	9.00am (Melbourne time) on 22 April 2020
SPP offer closes	5.00pm (Melbourne time) on 13 May 2020
Announcement of results of SPP	14 May 2020
SPP Shares issued and allotted	20 May 2020
Expected quotation of SPP Shares	21 May 2020
Despatch of holding statements to Eligible Shareholders participating in the SPP	by 5 June 2020

*Note - dates and times in this Offer Booklet are indicative only and subject to change.*

*Capitol Health reserves the right, subject to the Corporations Act, ASX Listing Rules and other applicable laws, to vary any or all of the dates and times of the SPP without prior notice, including extending the SPP or to withdraw the SPP without prior notice. Any extension of the Closing Date will have a consequential effect on the issue date of Shares under the SPP.*

*The commencement of quotation of Shares under the SPP is subject to confirmation from ASX.*

*All times are Melbourne time.*

### 3. Summary of SPP

You should read this section in conjunction with the Terms and Conditions of the SPP set out in section 4 of this Booklet.

Key SPP details	Summary
<b>SPP Offer</b>	The SPP provides Eligible Shareholders with an opportunity to apply for up to \$30,000 in new Shares (subject to any scale back) irrespective of the number of Shares they currently own without having to pay brokerage or transaction costs. The SPP aims to raise approximately \$10 million, is not underwritten and is subject to certain terms and conditions.
<b>Purpose of the SPP</b>	Funds raised from the Placement and the SPP will be used to strengthen Capitol Health's balance sheet flexibility, support the business during the current macroeconomic uncertainty, bolster working capital, reduce net debt and allow the growth agenda to be pursued.
<b>Voluntary participation</b>	<p>Participation in the SPP is entirely voluntary.</p> <p>Before deciding on whether to participate in the SPP, you should consider the Company's latest financial statements and recent announcements to ASX (ASX:CAJ) and, if you are in any doubt, consult your independent financial and taxation advisers.</p> <p>If you do not wish to participate in the SPP, do nothing.</p>
<b>Issue Price of the Shares</b>	<p>The issue price for each Share under the SPP will be \$0.16 per Share, which is equal to the issue price under the Placement and which represents a 17.9% discount to Capitol Health's closing price of \$0.195 per Share on 9 April 2020 (being the last trading day prior to the announcement of the Placement and SPP) (<b>Issue Price</b>).</p> <p>The current price of Shares can be obtained from the ASX website.</p> <p>The market price of Shares may rise or fall from now to when the Shares are issued or allotted to you under the SPP. If you apply to participate in the SPP by completing and returning the Application Form (or otherwise making a valid Application in accordance with the Terms and Conditions), you are accepting the risk that the market price of Shares may change between the time you make your Application and the Allotment Date. This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares at a lower price than the Issue Price.</p>
<b>Eligible Shareholders</b>	<p>Eligible Shareholders under the SPP are registered holders of Shares in the Company at 7.00pm Melbourne time on 9 April 2020 (<b>Record Date</b>) having a registered address in either Australia or New Zealand.</p> <p>The SPP is also being extended to Eligible Shareholders who are Custodians or nominees to participate on behalf of Eligible Beneficiaries on the Terms and Conditions.</p>

	<p>The Company has determined that the SPP may only be accepted by residents of Australia and New Zealand. To the extent that you hold Shares on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that acceptance of the SPP complies with all applicable laws.</p>
<b>Non-transferable</b>	<p>The SPP offer is non-renounceable and cannot be transferred to any other person.</p>
<b>Investment amount</b>	<p>If you are an Eligible Shareholder, you may apply to purchase a Parcel of Shares valued at \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000.</p> <p>The number of Shares issued to an applicant will be rounded up to the nearest whole number after dividing the application monies by the Issue Price.</p> <p>If Applications are scaled back, this will be done on the basis of a fixed percentage applied to each Application calculated by reference to the percentage by which the aggregate value of all Applications exceeds the SPP Cap.</p>
<b>How to apply</b>	<p>You may apply for Shares by:</p> <ul style="list-style-type: none"> <li>(a) completing the enclosed Application Form and returning it together with your cheque, bank draft or money order drawn on an Australian bank and in Australian dollars to the Company's Share Registry in accordance with the instructions on the Application Form; or</li> <li>(b) by making a BPAY® payment (for Australian Shareholders only) using the customer reference number shown on your Application Form, in which case you do not need to return your Application Form. If you make a payment by BPAY® and the Company receives an amount that is less than the whole amount for which Shares may be applied (see section 4.4 of this Offer Booklet) the value of Shares for which you apply will be rounded down to the next lowest whole amount (see section 4.4 of this Offer Booklet). Any amount not applied to your Application will be refunded without interest.</li> </ul> <p>Please do not forward cash. Receipts for payment will not be issued. Applications must be received by 5.00pm (Melbourne time) on 13 May 2020. Applications received after that time will not be accepted.</p> <p>Applications and payments under the SPP may not be withdrawn once they have been received by Capitol Health. Application money will not bear interest as against Capitol Health under any circumstances.</p> <p>Please read the enclosed Application Form for further details of how to apply for Shares under the SPP.</p>
<b>Rights attached to Shares</b>	<p>Shares issued under the SPP are fully paid ordinary shares in the Company.</p>

	<p>Shares issued under the SPP will rank equally with the existing fully paid ordinary shares of the Company, carrying the same voting rights and other entitlements.</p>
<b>Custodians and nominees</b>	<p>If you are a Custodian and you hold Shares on behalf of one or more persons that are not Custodians but are Eligible Beneficiaries (each a <b>Participating Beneficiary</b>), you may contribute a maximum of \$30,000 in applying for Shares for each Participating Beneficiary on whose behalf you or a downstream Custodian holds Shares (but joint holders are taken to be a single holder). This is subject to you providing Capitol Health with a Custodian certificate (<b>Custodian Certificate</b>) certifying the following:</p> <ul style="list-style-type: none"> <li>(a) that you are a Custodian (as that term is defined in paragraph 4 of ASIC Instrument 2019/547);</li> <li>(b) that you held Shares on behalf of the Participating Beneficiary as at the Record Date who has instructed you to apply for Shares on their behalf under the SPP and that the Participating Beneficiary was provided with a copy of this Offer Booklet before giving such instruction;</li> <li>(c) there are no Participating Beneficiaries in respect of which the total Issue Price for the following exceeds \$30,000: <ul style="list-style-type: none"> <li>(i) the shares or interests applied for by you under the SPP are in accordance with the instructions of the Participating Beneficiaries; and</li> <li>(ii) any other Shares issued to you in the 12 months before the Application as a result of an instruction given by a Participating Beneficiary to you or a downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP; and</li> </ul> </li> <li>(d) that the matters required by paragraph 8(3) of ASIC Instrument 2019/547 have been complied with, and that the information given by the Custodian in that Custodian Certificate is true, correct and not misleading.</li> </ul> <p>Custodians who wish to apply on behalf of one or more Participating Beneficiaries should contact the Company's Share Registry, Computershare Investor Services Pty Limited, on 1300 850 505 (within Australia) or +61 (0)3 9415 4000 (outside Australia) between the hours of 8:30am and 5:00pm (Melbourne time), Monday to Friday to obtain a Custodian Certificate. Applications by Custodians must be accompanied by a completed Custodian Certificate.</p> <p>If you are not a Custodian, the rules for multiple single holdings apply and you may only contribute a maximum of \$30,000 in applying for Shares. Custodians are not eligible to participate on behalf of a person who resides outside Australia or New Zealand.</p>
<b>Issue of Shares</b>	<p>Holding statements are expected to be despatched by 5 June 2020.</p>



<b>Oversubscriptions</b>	<p>The amount that each Eligible Shareholder can apply for under the SPP is capped at \$30,000. The SPP aims to raise up to \$10 million. Capitol Health may decide to accept applications (in whole or in part) that result in the SPP raising less than this amount in its absolute discretion.</p> <p>Capitol Health (in its absolute discretion) reserves the right to increase the size of the SPP.</p> <p>If Applications under the SPP exceed the SPP Cap, the Company may scale back Applications received under the SPP. If Applications are scaled back, this will be done on the basis of a fixed percentage applied to each Application calculated by reference to the percentage by which the aggregate value of all Applications exceeds the SPP Cap.</p> <p>If there is a scale back, you may not receive all the Shares for which you have applied. If a scale back produces a fractional number when applied to your Parcel, the number of Shares you will be allotted will be rounded down.</p> <p>If there is a scale back, Capitol Health will refund to you by direct credit deposit to your nominated bank account or by cheque, the difference between your Application money and the total Issue Price for the Shares allotted to you (provided that you will not receive a refund for an amount which is less than the Issue Price of one Share). If Applications are scaled back, any excess Application monies will be refunded without interest.</p>
<b>Refunds</b>	<p>Any application monies refunded by Capitol Health will be paid by cheque or direct credit (the payment method will be determined by Capitol Health in its absolute discretion) in Australian currency. By applying for Shares, each Eligible Shareholder authorises Capitol Health to pay any monies to be refunded by using the payment instructions of the Eligible Shareholder recorded in the Share Registry's records if Capitol Health should elect to pay in this manner.</p>
<b>More information</b>	<p>If you have any further queries in relation to the SPP, please contact the Company's Share Registry, Computershare Investor Services Pty Limited, on 1300 850 505 (within Australia) or +61 (0)3 9415 4000 (outside Australia) between the hours of 8:30am and 5:00pm (Melbourne time), Monday to Friday.</p>

#### 4. Terms and Conditions

The Share Purchase Plan (**SPP**) being offered by Capitol Health Limited (ASX:**CAJ**) (**Capitol Health** or the **Company**) provides Eligible Shareholders (refer to section 4.2 below) with the opportunity to purchase additional fully paid ordinary shares in the Company (**Shares**) without incurring brokerage and other transaction costs.

The Company is offering the SPP to allow Eligible Shareholders the opportunity to increase their holding in the Company in a cost effective manner, at the Issue Price set out in section 4.3 below.

Details of the SPP and how to participate are set out below.

Terms used in this Offer Booklet are defined in the Glossary in Section 5.

**This Offer Booklet does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation and particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.**

**The offer of Shares under the SPP is made in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, which grants relief from the requirement for the Company to provide prospectus disclosure in relation to the SPP. This Offer Booklet does not constitute a prospectus or product disclosure statement and has not been lodged with ASIC. The issue of a prospectus or product disclosure statement is not required for the purpose of the SPP. You must rely on your own knowledge of the Company, previous disclosure made by the Company to ASX and, if necessary, consult with your professional adviser when deciding whether or not to participate in the SPP.**

**The market price of Shares may rise or fall from now to when the Shares are issued or allotted to you under the SPP. If you apply to participate in the SPP by completing and returning the Application Form (or otherwise making a valid Application in accordance with these Terms and Conditions), you are accepting the risk that the market price of Shares may change between the time you make your Application and the Allotment Date. This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares at a lower price than the Issue Price.**

**Please read these Terms and Conditions carefully, as you will be bound by them in participating in the SPP. Shareholders accepting the SPP will also be bound by the constitution of the Company. The previous sections of this Offer Booklet and the Application Form form part of these Terms and Conditions.**

#### **4.1 Offer**

- 4.1.1 The Company offers each Eligible Shareholder the opportunity to purchase up to \$30,000 of SPP Shares under the SPP subject to and in accordance with the terms and conditions set out below, in the previous sections of this Offer Booklet and the Application Form (**Offer**).
- 4.1.2 The Offer opens on 22 April 2020 and closes at 5.00 pm (Melbourne time) on 13 May 2020 (or such other date as the Company determines, in its absolute discretion).
- 4.1.3 Participation in the SPP is voluntary. If you choose not to participate in the SPP, your right to participate lapses at the Closing Date, being 5.00 pm Melbourne time on 13 May 2020 (or such other date as the Company determines, in its absolute discretion).
- 4.1.4 The Offer is non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase Shares to a third party.
- 4.1.5 The Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.

#### **4.2 Eligible Shareholders**

Registered holders of Shares in the Company at 7.00pm Melbourne time on 9 April 2020 (**Record Date**) having a registered address in either Australia or New Zealand are eligible to participate in the SPP (**Eligible Shareholders**).

The Company has determined that the SPP may only be accepted by residents of Australia and New Zealand. In the opinion of the Company these places are the only places in which it is lawful and practical for the Company to offer the SPP. To the extent that you hold Shares on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that acceptance of the Offer complies with all applicable laws.

#### **4.3 Issue Price**

The issue price for each Share under the SPP will be \$0.16 per Share, which is equal to the issue price under the Placement and which represents a 17.9% discount to the Company's closing price of \$0.195 per Share on 9 April 2020 (being the last trading day prior to the announcement of the Placement and SPP) (**Issue Price**).

The current price of Shares can be obtained from the ASX website. You agree to pay the Issue Price for each Share you apply for.

#### **4.4 Size of Investment**

If you are an Eligible Shareholder, you may apply to purchase a Parcel of Shares valued at \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000. This Parcel may be subject to a scale back and rounding.

Eligible Shareholders may only acquire a maximum of \$30,000 worth of Shares under a share purchase plan in any 12-month period. This means that Eligible Shareholders must not acquire more than \$30,000 worth of Shares, in aggregate, under this SPP. These limitations apply even if you receive more than one Application Form or if you hold Shares in more than one capacity, e.g. if you are both a sole and joint holder of Shares as described below.

#### **4.5 Amount to be raised and scale back**

The Company (in its absolute discretion) reserves the right to increase the size of the SPP.

If Applications are scaled back, this will be done on the basis of a fixed percentage applied to each Application calculated by reference to the percentage by which the aggregate value of all Applications (other than Applications rejected under clause 4.6) exceeds the SPP Cap.

If there is a scale back, you may not receive all the Shares for which you have applied. If a scale back produces a fractional number when applied to your Parcel, the number of Shares you will be allotted will be rounded down.

If there is a scale back, the Company will refund to you by direct credit deposit to your nominated bank account or by cheque, the difference between your Application money and the total Issue Price for the Shares allotted to you (provided that you will not receive a refund for an amount which is less than the Issue Price of one Share). If Applications are scaled back, any excess Application monies will be refunded without interest.

#### **4.6 Applications may be refused in full or part**

The Company reserves the right to reject all or any part of an Application received under the SPP in its absolute discretion. If an Application is rejected, any Application monies will be refunded without interest.

#### **4.7 Application for Shares under the SPP**

4.7.1 You may apply for Shares by:

- (a) completing the enclosed Application Form and returning it together with your cheque, bank draft or money order drawn on an Australian bank and in Australian dollars to the Company's Share Registry in accordance with the instructions on the Application Form; or
  - (b) by making a BPAY® payment (for Australian Shareholders only) using the customer reference number shown on your Application Form, in which case you do not need to return your Application Form. If you make a payment by BPAY® and the Company receives an amount that is less than the whole amount for which Shares may be applied (see section 4.4 above) the value of Shares for which you apply will be rounded down to the next lowest whole amount (see section 4.4 above). Any amount not applied to your Application will be refunded without interest.
- 4.7.2 Please do not forward cash. Receipts for payment will not be issued. Applications must be received by 5.00pm (Melbourne time) on 13 May 2020. Applications received after that time will not be accepted.
- 4.7.3 Applications and payments under the SPP may not be withdrawn once they have been received by the Company. Application money will not bear interest as against the Company under any circumstances.
- 4.7.4 Please read the enclosed Application Form for further details of how to apply for Shares under the SPP.
- 4.7.5 If you apply to participate in the SPP by submitting a BPAY® payment or completing and returning the Application Form, you represent, and represent on behalf of each person on whose account you are acting, that:
- (a) you are an Eligible Shareholder and are eligible to participate in the SPP;
  - (b) all details and statements in your Application are true and complete and not misleading;
  - (c) the total of the Application price for the following does not exceed \$30,000:
    - (i) the Shares the subject of your Application;
    - (ii) any Shares applied for under the SPP or under any similar arrangement in the 12 months before the date of your Application;
    - (iii) any other Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
    - (iv) any other Shares issued to a Custodian under an arrangement similar to the SPP in the 12 months before the date of your Application for the Shares under the SPP as a result of an instruction given by the holder to the Custodian and which resulted in you holding a beneficial interest in such Shares,
  - (d) you acknowledge that the Shares have not, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand, and accordingly, the Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws; and

- (e) you have not and will not send any materials relating to the SPP to any person in the United States or that is, or is acting for the account or benefit of, a US person.

4.7.6 By accepting an Offer to acquire Shares under the SPP, you:

- (a) agree to be bound by the Company's constitution;
- (b) irrevocably and unconditionally agree to the Terms and Conditions and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (c) agree that your Application will be irrevocable and unconditional (that is, it cannot be withdrawn);
- (d) acknowledge that none of the Company, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (e) acknowledge that the Company and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these Terms and Conditions;
- (f) agree to pay the Issue Price per Share up to the maximum of:
  - (i) the value you have selected on the Application Form; or
  - (ii) the maximum value of your BPAY payment or cheque;
- (g) authorise the Company to correct any minor errors in your Application Form;
- (h) agree that the Company may determine that your Application Form is valid even if it is incomplete, contains errors or is otherwise not completed in accordance with the Terms and Conditions;
- (i) acknowledge that no interest will be paid on any Application monies held pending the issue of Shares or subsequently refunded to you for any reason;
- (j) accept the risk associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on the Register;
- (k) agree that the Company is not responsible for any loss suffered by you if you do not receive any refund of Application money due to you under the Terms and Conditions provided the Company has sent the refund to your address or nominated bank account shown on the Register; and
- (l) agree to pay to the Company any dishonour fees or other costs the Company incurs if your cheque is dishonoured when presented for payment.

#### **4.8 Participation by singleholders**

If you are an Eligible Shareholder and you have received more than one Offer under the SPP (for example, because you hold more than one shareholding under separate share accounts), you may not apply for Shares with an Application value exceeding \$30,000 under the SPP. This is because the maximum amount that may be raised by law under a share purchase plan from each eligible holder in any 12-month period is \$30,000. By applying for Shares under the SPP, you certify that you have not exceeded this limit. The Company reserves the right to reject any Application for Shares where it believes there has not been compliance with this requirement.

#### 4.9 Participation by joint holders

If two or more persons are recorded in the register of members as jointly holding Shares, they will be taken to be a single registered holder for the purposes of the SPP. Joint holders are only entitled to participate in the SPP in respect of that single holding.

#### 4.10 Participation on behalf of beneficial owners by custodians, trustees or nominees

4.10.1 If you are a Custodian and you hold Shares on behalf of one or more persons that are not Custodians but who are Eligible Beneficiaries (each a **Participating Beneficiary**), you may contribute a maximum of \$30,000 in applying for Shares for each Participating Beneficiary on whose behalf you or a downstream Custodian holds Shares (but joint holders are taken to be a single holder). This is subject to you providing the Company with a Custodian certificate (**Custodian Certificate**) certifying the following:

- (a) that you are a Custodian (as that term is defined in paragraph 4 of ASIC Instrument 2019/547);
- (b) that you held Shares on behalf of the Participating Beneficiary as at the Record Date who has instructed you to apply for Shares on their behalf under the SPP and that the Participating Beneficiary was provided with a copy of this Offer Booklet before giving such instruction;
- (c) there are no Participating Beneficiaries in respect of which the total Issue Price for the following exceeds \$30,000:
  - (i) the shares or interests applied for by you under the SPP in accordance with the instructions of the Participating Beneficiaries; and
  - (ii) any other Shares issued to you in the 12 months before the Application as a result of an instruction given by Participating Beneficiaries to you or a downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP; and
- (d) that the matters required by paragraph 8(3) of ASIC Instrument 2019/547 have been complied with, and that the information given in Custodian Certificate is true, correct and not misleading.

4.10.2 Custodians who wish to apply on behalf of one or more Participating Beneficiaries should contact the Company's Share Registry, Computershare Investor Services Pty Limited, on 1300 850 505 (within Australia) or +61 (0)3 9415 4000 (outside Australia) between the hours of 8:30am and 5:00pm (Melbourne time), Monday to Friday to obtain a Custodian Certificate. Applications by Custodians must be accompanied by a completed Custodian Certificate.

4.10.3 If you are not a Custodian, the rules for multiple single holdings apply and you may only contribute a maximum of \$30,000 in applying for Shares. Custodians are not eligible to participate on behalf of a person who resides outside Australia or New Zealand.

#### 4.11 SPP Shares

Shares issued under the SPP are fully paid ordinary shares in the Company.

Shares issued under the SPP will rank equally with the existing fully paid ordinary shares of the Company, carrying the same voting rights and other entitlements.

#### **4.12 Underwriting**

The SPP will not be underwritten. The Company reserves its right to place any shortfall under the SPP at a price not less than the Issue Price in accordance with its share issue capacity under the Listing Rules.

#### **4.13 Quotation and notification of allotment**

The Company will apply for the Shares to be quoted on ASX which is expected to commence on or around 21 May 2020. You will be sent a holding statement or confirmation of allotment by 5 June 2020.

#### **4.14 Foreign securities restrictions**

The SPP is only being extended to Shareholders with a registered address in Australia or New Zealand. This Offer Booklet (and the accompanying Application Form) does not constitute an offer of securities in the Company in any jurisdiction in which such an offer would be illegal.

To the extent that a Shareholder holds Shares on behalf of another person resident outside Australia or New Zealand, it is that Shareholder's responsibility to ensure that any acceptance complies with all applicable foreign laws.

##### ***New Zealand***

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (New Zealand) (FMC Act). The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- (a) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- (b) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- (c) is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- (d) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- (e) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

The New Shares are not being offered or sold to retail investors within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of the New Shares is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

## **United States**

Neither this document nor the Application Form constitutes an offer of securities in the United States or to, or for the account or benefit of any US person.

The Shares to be issued under this SPP have not been and will not be registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States.

In order to comply with relevant securities laws, the Shares to be issued under this SPP may not be offered to Shareholders located in the United States or to Shareholders who are, or who are acting for the account or benefit of, US persons.

Because of these legal restrictions, you must not send copies of the Terms and Conditions or any other material relating to the SPP to any person resident in the United States or any person who is, or is acting for the account or benefit of, US persons.

Consistent with the warranties contained in the Terms and Conditions and the accompanying Application Form, you may not submit any completed Application Forms for any person resident in the United States or who is, or is acting for the account or benefit of, US persons. Failure to comply with these restrictions may result in violations of applicable securities laws.

### **4.15 ASIC Instrument 2019/547**

The Offer of securities under the SPP is made in accordance with ASIC Instrument 2019/547 which grants relief from the requirement to prepare a prospectus for the Offer of the Shares under the SPP.

### **4.16 Withdrawal, suspension, termination, anomalies and disputes**

The Company reserves the right to waive strict compliance with any provision of the Terms and Conditions, to amend or vary the Terms and Conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all Eligible Shareholders even where the Company does not notify you of that event. The Company may make determinations in any manner it thinks fit, including in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or Application. Any determinations by the Company will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates.

### **4.17 Privacy policy**

Chapter 2C of the Corporations Act requires information about you as securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a Shareholder.

The Company and its Share Registry may collect personal information to process your Application Form, implement the SPP and administer your shareholding. The personal information contained in the share register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.

Your personal information may be disclosed to joint investors, the Share Registry, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of the Company and its agents and contractors, and to ASX and other regulatory authorities, and



in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

The Company's privacy policy is available at <http://www.capitolhealth.com.au/privacy-policy?rq=privacy>. The Share Registry's privacy policy is available on its website <https://www.computershare.com/au/privacy-policies>.

#### **4.18 Variation and termination**

4.18.1 The Company reserves the right at any time to:

- (a) amend or vary these Terms and Conditions;
- (b) waive strict compliance with any provision of these Terms and Conditions;
- (c) withdraw the Offer or suspend or terminate the SPP;
- (d) vary the timetable for the SPP, including the Closing Date; and
- (e) not accept an application, not issue Shares or issue Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian or nominee applying on behalf of its Eligible Beneficiaries).

4.18.2 In the event that the SPP is withdrawn or terminated, all application monies will be refunded. No interest will be paid on any money returned to you.

#### **4.19 Taxation**

None of the Company, its officers, employees, advisers or agents makes any representations or warranties about, and accepts no responsibility for, the liability of Eligible Shareholders to pay income tax in respect of any issue of Shares, payment or other transaction under the SPP.

#### **4.20 Governing law**

This Offer is governed by the law in force in Victoria, Australia. By accepting this Offer, you submit to the exclusive jurisdiction of the courts of Victoria, Australia.

#### **4.21 Inconsistency**

These Terms and Conditions prevail to the extent of any inconsistency with the Application Form.

#### **4.22 Contact us**

If you have any further queries in relation to the SPP, please contact the Company's Share Registry, Computershare Investor Services Pty Limited, on 1300 850 505 (within Australia) or +61 (0)3 9415 4000 (outside Australia) between the hours of 8:30am and 5:00pm (Melbourne time), Monday to Friday.

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## 5. Glossary and Interpretation

### 5.1 Definitions

In this Offer Booklet, unless the context otherwise requires:

**A\$, \$, or AUD** means the currency of Australia.

**Allotment Date** means the date on which Shares are allotted under the SPP.

**Application** means a correctly completed and submitted Application Form and attached application monies or a payment via BPAY®.

**Application Form** means the application form attached to this Offer Booklet.

**ASIC** means the Australian Securities and Investments Commission.

**ASIC Instrument 2019/547** means ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

**ASX** means ASX Limited ACN 008 624 691, and where the context requires, the Australian Securities Exchange.

**ASX Listing Rules** means the official listing rules of ASX as amended, varied, modified or waived from time to time.

**ASX Settlement** means ASX Settlement Pty Ltd ACN 008 504 532.

**ASX Settlement Operating Rules** means the operating rules of ASX Settlement which govern the administration of CHESS.

**Beneficiary** means a person on whose behalf a Custodian or nominee is holding Shares at 7.00pm (Melbourne time) on the Record Date.

**Board** means the board of directors of the Company.

**Capitol Health or Company** means Capitol Health Limited ACN 117 391 812. **Closing Date** means the date that the Offer closes, being 5.00 pm Melbourne time on 13 May 2020 (unless extended).

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Custodian** means a custodian, trustee or nominee within the definition of "custodian" in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

**Eligible Beneficiary** means a Beneficiary with a registered address in either Australia or New Zealand, provided that such a Beneficiary is not in the United States.

**Eligible Shareholder** means registered holders of Shares in the Company on the Record Date having a registered address in either Australia or New Zealand.

**Issue Price** means the issue price for each Share under the SPP being \$0.16 per Share.

**Offer** means the offer to Eligible Shareholders to participate in the SPP by subscribing for up to \$30,000 worth of Shares subject to the Terms and Conditions.

**Offer Booklet** means this offer booklet in respect of the SPP, including the Application Form.

**Parcel** means a parcel of Shares in respect of an amount of \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000, at the Issue Price.

**Placement** means the placement of 186,498,879 Shares, each at an issue price of \$0.16 per Share to raise \$29.8 million (before costs) to “Sophisticated Investors” or “Professional Investors” within the meaning of sections 708(8) and 708(11) of the Corporations Act.

**Placement Shares** means the Shares issued under the Placement.

**Record Date** means 7.00pm on 9 April 2020.

**Register** means the register of members of the Company maintained by the Share Registry.

**Securities Act** means the Securities Act 1933 of the United States of America.

**Share** means a fully paid ordinary share in Capitol Health.

**Share Registry** means Computershare Investor Services Pty Limited.

**Shareholder** means a person registered in the register of members of Capitol Health as a holder of one or more Capitol Health Shares.

**SPP or Share Purchase Plan** means this share purchase plan.

**SPP Cap** means \$10 million or such higher amount determined by the Company.

**Terms and Conditions** means the terms and conditions of the SPP set out in this Offer Booklet and including the Application Form.

## 5.2 Interpretation

In this Offer Booklet, unless the context otherwise requires:

- 5.2.1 the singular includes the plural and vice versa;
- 5.2.2 a reference to an individual or person includes a corporation, firm, partnership, joint venture, association, authority, trust, state or government and vice versa;
- 5.2.3 a reference to any gender includes all genders;
- 5.2.4 All references to \$ or dollars in this Offer Booklet are references to Australian dollars unless otherwise indicated;
- 5.2.5 where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- 5.2.6 a term not specifically defined in this Offer Booklet has the meaning given to it (if any) in the Corporations Act or the ASX Settlement Operating Rules, as the case may be;
- 5.2.7 unless otherwise specified, a reference to a section, clause, annexure or schedule is to a section, clause, annexure or schedule of or to this Offer Booklet;
- 5.2.8 a reference to any agreement or document is to that agreement or document (and, where applicable, any of its provisions) as amended, novated, supplemented or replaced from time to time;

- 5.2.9 a reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or legislative provision substituted for, and any subordinate legislation under, that legislation or legislative provision;
- 5.2.10 the words “including”, “such as”, “particularly” and similar expressions do not imply limitation; and
- 5.2.11 headings are for convenience of reference only and do not affect interpretation.

# CAPITOL HEALTH LIMITED

ABN 84 117 391 812

## For all enquiries:

**Phone:**  
(within Australia) 1300 850 505  
(outside Australia) 61 3 9415 4000

**Web:**  
 [www.investorcentre.com/contact](http://www.investorcentre.com/contact)

CAJ


MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

## Make your payment:



See overleaf for details of the Offer and how to make your payment

## Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (AEST) Wednesday, 13 May 2020**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your legal, financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Capitol Health Limited and by the Terms and Conditions of the Share Purchase Plan (SPP) Offer Booklet dated 22 April 2020 (Terms and Conditions) and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Capitol Health Limited shares (New Shares) on the terms of the Terms and Conditions.

**In addition, by making payment you certify that the aggregate of the application price paid by you for:**

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment, does not exceed \$30,000.

Capitol Health Limited may make determinations in any manner it thinks fit, in relation to any difficulties, anomalies or disputes which may arise in connection with the SPP whether generally or in relation to any participant or application. This includes making a determination that your Application Form is valid even if it is incomplete, contains errors or is otherwise not completed in accordance with the Terms and Conditions.

Any determinations by Capitol Health Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Capitol Health Limited reserves the right to waive strict compliance with any provision of the Terms and Conditions, to amend or vary those Terms and Conditions or to withdraw the SPP offer, suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Capitol Health Limited does not notify you of that event.

### Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

### Step 2: Make Your Payment

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the Terms and Conditions.

Choose one of the payment methods shown below.

**BPAY®:** See overleaf. Do not return the payment slip with BPAY payment.

**By Mail:** Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Capitol Health Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Capitol Health Limited Share Purchase Plan Application Form  
Payment must be received by 5:00pm (AEST) Wednesday, 13 May 2020

© Registered to BPAY Pty Limited ABN 69 079 137 518


**Turn over for details of the Offer →**

# Share Purchase Plan Application Form

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## STEP 1 Registration Name & Offer Details

 For your security keep your SRN/  
HIN confidential.

Registration Name: MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details: Record date: **7:00pm (AEST) Thursday, 9 April 2020**


Minimum value available to purchase: **\$2,500**

Maximum value available to purchase: **\$30,000**

## STEP 2 Make Your Payment by 5:00pm (AEST) Wednesday, 13 May 2020

To avoid the possibility of postal delay we request you make your payment via **BPAY**, using the payments details below either online or via phone with your bank.

### BPAY

	Billers Code: 316810 Ref No: 1234 5678 9123 4567 89
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Contact your financial institution to make your payment from your cheque or savings account.

### Mail



Make your cheque, bank draft or money order payable to "**Capitol Health Limited**" and cross "**Not Negotiable**".

Return your cheque with the below payment slip to:

**Computershare Investor Services Pty Limited**  
**GPO BOX 505 Melbourne Victoria 3001 Australia**

### BPAY

Neither Computershare Investor Services Pty Limited (CIS) nor Capitol Health Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time. Eligible Shareholders should use the customer reference number shown on this Application Form when making a BPAY payment.

### MAIL

Neither CIS nor Capitol Health Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

### Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

- - -

## Purchase Details for Capitol Health Limited (choose one option)

<input type="checkbox"/> \$2,500 worth of Shares	OR	<input type="checkbox"/> \$5,000 worth of Shares	OR	<input type="checkbox"/> \$10,000 worth of Shares
<input type="checkbox"/> \$15,000 worth of Shares	OR	<input type="checkbox"/> \$20,000 worth of Shares	OR	<input type="checkbox"/> \$25,000 worth of Shares
<input type="checkbox"/> \$30,000 worth of Shares				



Entitlement No: 12345678

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

**BPAY** is the most efficient form of payment, if you wish to make your payment via **BPAY** utilise the **BPAY** details above.

## Cheque & Contact Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<b>A\$</b> <input type="text"/>

Contact Name  Daytime Telephone

123456789123456789+0000000001-3051+14