

24 September 2024

ASX Release

Court approves convening of Scheme Meeting and distribution of Scheme Booklet

Capitol Health Limited ACN 117 391 812 (ASX: CAJ) (**Capitol**) provides the following update in relation to the proposed merger with Integral Diagnostics Limited ACN 130 832 816 (ASX: IDX) (**IDX**) by way of a scheme of arrangement (**Scheme**).

First Court Hearing

The Federal Court of Australia has today made orders:

- that Capitol convene a meeting of the Capitol shareholders (**Shareholders**) to consider and vote on the resolution to agree to the Scheme (**Scheme Meeting**); and
- approving the distribution of an explanatory statement providing information about the Scheme and the notice of meeting (**Scheme Booklet**) to Shareholders.

Scheme Booklet and Independent Expert's Report

The Scheme Booklet will be released on the ASX following registration with the Australian Securities and Investments Commission and will also be made available to Shareholders at the following website: <https://www.capitolhealth.com.au/>

The Scheme Booklet includes the notice of meeting for the Scheme Meeting and a copy of the Independent Expert's Report prepared by KPMG Financial Advisory Services (Australia) Pty Ltd (**Independent Expert**).

The Independent Expert has concluded that the Scheme is fair and reasonable and therefore in the best interests of Shareholders, in the absence of a superior proposal. The Independent Expert's conclusion should be read in context with the full Independent Expert's Report which is included at Annexure 1 of the Scheme Booklet.

The Scheme Booklet will be dispatched to Shareholders on or around **27 September 2024** as follows:

- Shareholders who have elected to receive meeting documents electronically from Capitol will receive an email with a link to view or download a copy of the Scheme Booklet and a link to access their personalised proxy form;
- Shareholders who have elected to receive meeting documents in hard copy will receive a physical copy of the Scheme Booklet (by post) and a personalised proxy form; and
- all other Shareholders will receive a letter (by post) containing instructions about how to view or download a copy of the Scheme Booklet, together with a proxy form.

Shareholders should carefully read the Scheme Booklet in its entirety, before making a decision on whether or not to vote in favour of the Scheme.

Capitol Directors Recommendation

The Capitol directors unanimously recommend that Shareholders vote in favour of the Scheme, 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.

Further, each of the Capitol directors intends to vote all of the Capitol shares held or controlled by them in favour of the Scheme, 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.

The interests of Capitol directors are disclosed in section 13.2 of the Scheme Booklet. Shareholders should have regard to these interests when considering how to vote on the Scheme, including Mr Walter's recommendation on the Scheme, which appears throughout the Scheme Booklet.¹

Details of the Scheme Meeting

The Scheme Meeting will be held in person at 11.00am (AEDT) on 31 October 2024 at the offices of Maddocks, Level 25, Tower 2, 727 Collins Street, Melbourne Victoria 3008.

All Shareholders who are registered on Capitol's share register at 7.00pm (AEST) on 29 September 2024 will be entitled to attend and vote at the Scheme Meeting.

Shareholders are encouraged to vote either by completing and returning the proxy form or alternatively by attending the Scheme Meeting in person or by proxy, attorney or corporate representative. The Scheme Booklet provides information on how to lodge your proxy form.

Further information

For more information, please refer to the Scheme Booklet once available. If Shareholders have any questions in relation to the Scheme Booklet, the Scheme or their shareholding, they are encouraged to contact Capitol's Scheme Information Line on 1300 441 601 (within Australia) or +61 2 9698 7164 (outside Australia), Monday to Friday (excluding public holidays), between 8.30am and 7.00pm (AEST).

This announcement has been authorised for release by the Board of Directors of Capitol Health Limited.

Further information:

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Company Secretary
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– ENDS –

About Capitol Health

Capitol Health is a leading provider of diagnostic imaging and related services to the Australian healthcare market. Headquartered in Melbourne, Victoria, the Company owns and operates clinics throughout Victoria, Tasmania, South Australia and Western Australia. The Company's operational focus is on delivering a community-based infrastructure for radiologists and related medical practitioners to deliver optimal, efficient, accurate healthcare service outcomes for its patients. Visit: <https://www.asx.com.au/markets/company/CAJ>

¹ Capitol's Managing Director and Chief Executive Officer, Mr Justin Walter, will receive 1,244,382 New IDX Shares in relation to his performance rights and Capitol shares and a cash payment of approximately \$547,500 in relation to his STIs if the Scheme becomes Effective and is implemented. The Capitol Directors, including Mr Walter, consider that notwithstanding these arrangements it is appropriate for Mr Walter to make a recommendation on the Scheme given Mr Walter's role in the operation and management of Capitol and that Shareholders would wish to know Mr Walter's views on the Scheme.