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7 October 2014

By Email

Dear James

### **Regis Healthcare Limited - ASX listing conditions**

We refer to the listing conditions provided to us in draft on Monday, 29 September 2014 and in final form on 3 October 2014 (**Listing Conditions**) in connection with the initial public offering (**Offer**) of fully paid ordinary shares (**Shares**) in Regis Healthcare Limited (ACN 125 203 054) (**Regis**) on the Australian Securities Exchange (**ASX**) under the replacement prospectus lodged with Australian Securities and Investments Commission (**ASIC**) on Thursday, 25 September 2014 (**Prospectus**).

Capitalised terms used but not defined in this letter have the meaning given to them in the Prospectus.

We confirm that:

- (a) the basis of allocation to applicants under the Broker Firm Offer has been determined by Brokers who allocated Shares among their respective clients;
- (b) the basis of allocation to applicants under the Priority Offer has been determined by Regis in consultation with the Global Co-Ordinator and Bookrunner, and applicants will be able to confirm their holding by calling the shareholder information line from Friday, 10 October 2014;
- (c) allocations under the institutional offer were determined by the Company and the Global Co-ordinator and Bookrunner in consultation with Morgans and Evans and Partners during the bookbuild, which occurred prior to lodgement of the Prospectus, and institutional investors have been notified of their allocations;
- (d) the conditions for the conditional market are settlement under the Underwriting Agreement and allotment of Shares under the Offer. The last of these conditions is expected to be satisfied on Friday, 10 October 2014. Settlement under the Underwriting Agreement must occur by Tuesday, 21 October 2014, being 14 days after the commencement of conditional trading;
- (e) Regis intends to allot Shares to successful applicants on Friday, 10 October 2014.
- (f) the number of Shares to be allotted under the Broker Firm Offer is 39,863,013;
- (g) the number of Shares to be allotted under the Priority Offer is 1,432,252;
- (h) the number of Shares to be allotted under the Institutional Offer is 91,841,037;
- (i) holding statements for both the CHESSE sub-register and the issuer sponsored sub-register will be despatched on Monday, 13 October 2014; and

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- (j) minor overpayments of application monies will be refunded by the share registry as soon as practicable.

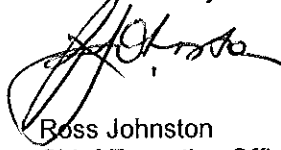
Enclosed are the following documents:

- (a) the Prospectus;
- (b) Regis' Appendix 1A and Information Form and Checklist;
- (c) Regis' constitution;
- (d) A statement from the Regis directors in accordance with listing rule 1.2.5A;
- (e) Regis' securities trading policy;
- (f) Regis' audited accounts for the full years ended 30 June 2012, 30 June 2013 and 30 June 2014;
- (g) an indicative statement setting out the names of the 20 largest holders of Shares and the number and percentage of Shares held; and
- (h) an indicative distribution schedule of the number of holders of Shares setting out the number of holders in each category specified by ASX in the final listing conditions (which is also evidence of Regis having met the spread requirements of listing rule 1.1 condition 7(b)).

Regis confirms that voluntary escrow arrangements are in place in respect of the Shares held by Ashburn Pty Ltd as trustee for the Dorman Family Trust, Galabay Pty Ltd as trustee of the GRAIL Trust, Ross James Johnston and Denise Ann Johnston as trustees of the Johnston Superannuation Fund, being 167,209,495 Shares. Those Shares are to be escrowed until the date the audited financial accounts of Regis for the financial year ending 30 June 2015 have been released to ASX.

The toll free Shareholder information line administered by Regis' Share registry, which has been available to Shareholders from the date the Offer opened, will remain open until after despatch of holding statements in order to deal with Shareholder enquiries in order to ensure that applicants are able to determine their entitlements for the purposes of conditional and deferred settlement trading. We confirm that the number of available lines is expected to be sufficient to meet the anticipated volume of Shareholder calls.

Yours sincerely



Ross Johnston  
Chief Executive Officer

Regis Healthcare Limited