



Annual General Meeting 2015

Tuesday 22 September at 10.30am
Zelman Room, Hawthorn Arts Centre
350 Burwood Road
Hawthorn, Victoria

Chairman's Letter

Dear Shareholder,

I am pleased to invite you to Estia Health's 2015 Annual General Meeting (AGM) which will be held:

Tuesday 22 September 2015 at 10.30am
Zelman Room, Hawthorn Arts Centre
350 Burwood Road
Hawthorn, Victoria.

Registration will commence from 9.30am and further details on the venue location are enclosed for your convenience.

Looking ahead

It is genuinely exciting to be part of a newly formed business that has so much potential in a market that is only going to grow, due to the ageing demographics of Australia's population and the expected demand for quality aged care facilities.

Already, we are a much larger group than outlined in the company's Prospectus. An additional 10 facilities with a total of 921 operational places have been acquired above Prospectus, taking our total number of operational places to 4,441.

As Chairman of a young company in a fast growing and competitive industry, I look forward to reporting back to you on our progress and we welcome questions in writing in advance of our AGM.

The items of business for the AGM are outlined in the following Notice, along with information for regarding voting and explanatory notes on resolutions.

Viewing the AGM online

Please note, the AGM will be webcast live on the Investor Centre section of Estia's website, www.estiahealth.com.au, and will also be archived on this website for later viewing.

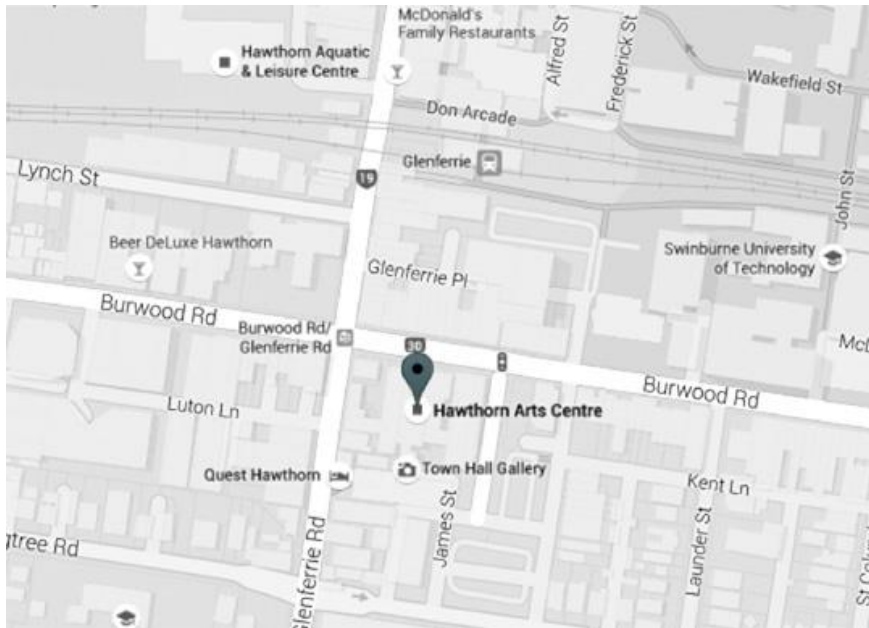
On behalf of the directors and management of Estia Health, I look forward to meeting you at the 2015 AGM.

Yours sincerely

Pat Grier
Chairman



Venue Location



The Zelman Room, Hawthorn Arts Centre, 350 Burwood Road, Hawthorn, VIC, 3125

By Car

Parking can be found behind the Centre off Kent Street. Additional parking is also available a short walk from the Centre off Grace St and off Wakefield Street. Please note, restrictions apply.

By Public Transport

The Centre is walking distance from the Glenferrie Train Station and is also accessible via the Tram No. 16 Melbourne University to Kew.

Venue Accessibility

If you would like to discuss your access or communication requirements please contact the Hawthorn Arts Centre on 9278 4770. For other access needs or information please contact the City of Boroondara's Metro Access Officer on 9278 4936.

The second Annual General Meeting of Estia Health Limited will be held at the Zelman Room, Hawthorn Arts Centre, 350 Burwood Road, Hawthorn, VIC, 3125 on Tuesday, 22 September 2015 at 10.30am (Melbourne time).

The AGM will be webcast live on the Investor Centre section of Estia's website, www.estiahealth.com.au, and will also be archived on this website for later viewing.

The Company may arrange for photographs to be taken at the AGM. If you attend the meeting in person, you may be included in the webcast or photographs.

We reserve the right to restrict the use of video or audio recorders or other electronic devices, including mobile phones, at the AGM.

Notice of Annual General Meeting

Notice is hereby given that the second Annual General Meeting ("AGM") of Estia Health Limited (the Company) will be held at the Zelman Room, Hawthorn Arts Centre, 350 Burwood Road, Hawthorn, VIC, 3125 on Tuesday 22 September 2015 at 10.30am.

Registration will commence at 9.30 am.

Items of Business

The business to be considered at the AGM is as follows:

1. Chairman and Chief Executive Officer Presentations

2. Financial Statements and Reports

To receive and consider the Financial Report for the year ended 30 June 2015, together with the Directors' Report and Auditor's Report as set out in the Annual Report.

The Company's Auditor will be present at the meeting to answer questions regarding the audit and the Auditor's Report.

3. Election of Directors

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

"THAT Peter Arvanitis being a Director who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company."

"THAT Marcus Lopez Darville, having been appointed to fill a casual vacancy, retires as required in accordance with the Company's Constitution, and being eligible, offers himself for election as a Director of the Company, is elected as a Director of the Company."

4. Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"THAT the Remuneration Report forming part of the Directors' Report for the year ended 30 June 2015 be adopted."

By order of the Board



Suzy Watson
General Counsel and Company Secretary
2015

Information for Shareholders

Voting at the meeting

The Directors have determined that for the purposes of voting at the AGM, shareholders will be taken to be those persons who are the registered holders of shares in the Company as at 7.00pm (Melbourne time) on Monday 21 September 2015.

Appointing proxies and powers of attorney

A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy or attorney to attend and vote on behalf of the shareholder. A proxy or attorney need not be a shareholder and can be either an individual or a body corporate.

Where the Chairman is appointed proxy, unless he is restricted from voting on a resolution, he will vote in accordance with the shareholder's directions as specified on the Proxy Form or, in the absence of a direction, in favour of the resolutions contained in the Notice of Meeting.

A shareholder that is entitled to cast two or more votes may appoint no more than two proxies or attorneys. Shareholders who wish to appoint two proxies may obtain an additional proxy form from the Companies' share registry, or alternatively copy their proxy form and return both forms together. To appoint a second proxy, shareholders should state the percentage or number of votes that each proxy may exercise on both proxy forms. If no such percentage or number of votes is stated, the rights of each proxy are deemed to be 50% each. Fractions of votes will be disregarded.

Voting by proxies

Shareholders should consider directing their proxy as to how to vote on each resolution by marking either the "For", "Against" or "Abstain" box when completing their Proxy Form to ensure that their proxy appointment specifies the way their proxy is to vote on each resolution.

Under the Corporations Act, if the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions);
- if the proxy has two or more appointments that specify different ways to vote on the resolutions, the proxy must not vote on a show of hands;
- if the proxy is not the Chairman of the Meeting, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chairman of the Meeting, the proxy must vote on a poll and must vote as directed.

In addition, there are some circumstances where the Chairman of the Meeting will be taken to have been appointed as a shareholder's proxy for the purposes of voting on a particular resolution even if the shareholder has not expressly appointed the Chairman of the Meeting as their proxy. This will be the case where:

- the appointment of proxy specifies the way the proxy is to vote on a particular resolution; and
- the appointed proxy is not the chair of the meeting; and
- a poll is called on the resolution; and

either of the following applies:

- the proxy is not recorded as attending the AGM; or
- the proxy attends the AGM but does not vote on the resolution.

Lodging your Proxy Form

A personalised Proxy Form accompanies this Notice of Meeting. To be valid, your Proxy Form must be received at the Estia Share Registry by one of the means outlined below by no later than 10:30am (Melbourne time) on Sunday, 20 September 2015 (Proxy deadline):

- **By mail or in person to:**

LINK Market Services Limited

By mail:

Estia Health Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

In person:

1A Homebush Bay Drive
Rhodes NSW 2138

OR

Level 12
680 George Street
Sydney NSW 2000

- **By facsimile to:**

LINK Market Services Limited
02 9287 0309 (within Australia)
+61 2 9287 0309 (outside Australia)

- **Online at:**

www.linkmarketservices.com.au

To use this facility please follow the instructions on your enclosed Proxy Form.

If a shareholder has appointed an attorney to attend and vote at the meeting, or if the proxy is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by the Estia Share Registry before the Proxy deadline, unless this document has previously been lodged with the Estia Share Registry for notation.

Powers of attorney may be delivered to the Estia Share Registry by mail (Estia Health Limited C/- Link Market Services Limited Locked Bag A14, Sydney South NSW 1235 Australia) or by hand (1A Homebush Bay Drive Rhodes NSW 2138 or Level 12, 680 George Street Sydney NSW 2000).

Corporate representatives

In accordance with section 250D of the Corporations Act, any corporate shareholder or proxy may appoint a person to act as its representative. The representative must bring a formal notice of Appointment of Corporate Representative signed in accordance with section 127 of the Corporations Act or the constitution of the corporation. A copy of that notice can be obtained from the Estia Share Registry by calling 1300 554 474 within Australia or +61 1300 554 474 outside Australia between 9.00am and 5.00pm (Melbourne time) or at www.linkmarketservices.com.au

A copy of the signed Appointment of Corporate Representative, or other evidence satisfactory to the Chairman of the Meeting, must be produced prior to admission to the AGM.

Voting restrictions

Resolution 4 – Remuneration Report

A vote must not be cast (in any capacity) on resolution 4 by or on behalf of a member of the Group's Key Management Personnel (KMP), whose remuneration details are included in the Remuneration Report, or a KMP's closely related party. A "closely related party" includes a spouse, dependant and certain other close family members of a KMP, as well as any companies controlled by a KMP.

However, a vote may be cast on resolution 4 by a KMP, or a KMP's closely related party as a proxy, if the vote is not cast on behalf of the KMP or the closely related party and:

- the proxy appointment is in writing and specifies how the proxy is to vote on resolution 4; or
- the proxy is the chair of the meeting, and:
 - the appointment does not specify the way the proxy is to vote on resolution 4; and
 - the appointment expressly authorises the chair to exercise the proxy even if resolution 4 is connected directly or indirectly with the remuneration of a KMP.

If you appoint the Chairman of the Meeting as your proxy, and you do not direct your proxy how to vote on resolution 4 on the Proxy Form, you will be expressly authorising the Chairman

of the Meeting to exercise your proxy even if resolution 4 is connected directly or indirectly with the remuneration of a member of the KMP, which includes the Chairman of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of resolution 4.

Explanatory Notes on Resolutions

Item 2 – Financial Statements and Reports

The Corporations Act requires that the financial report and the reports of the directors and auditor be laid before the AGM. There is no requirement for shareholders to vote on these reports. Shareholders will be given a reasonable opportunity to raise questions and make comments on these reports and on the management of the Company at the meeting.

Item 3 – Election of Directors

Mr Peter Arvanitis and Mr Marcus Darville are currently non-independent, non-executive directors of the Company.

In accordance with the Company's Constitution, Mr Arvanitis now retires from the Board by rotation and offers himself for re-election.

Mr Darville was appointed as a non-executive director of the Company as a casual vacancy. Under the Company's Constitution, a director appointed to fill a casual vacancy holds office until the conclusion of the next annual general meeting. In accordance with this requirement, Mr Darville now retires from the Board and offers himself for election.

To be successfully elected or re-elected as a Director, a candidate must receive more votes cast 'for' than 'against'.

Mr Arvanitis' and Mr Darville's relevant skills and experience are summarised below.



Peter Arvanitis

Peter Arvanitis is the founder and former CEO of Estia. Mr Arvanitis was initially appointed as a director of the Company in October 2012, and became a non-executive director following his retirement as CEO in August 2014. He is currently a member of the Nomination and Remuneration Committee.

Mr Arvanitis founded Estia in 2005 having identified a need for improving the quality and consistency of residential aged care in Australia, both at the corporate and facility level. Under his leadership, Estia expanded successfully from its first aged care home to the group it is today.

As CEO, Mr Arvanitis led Estia's acquisition of the Padman Health Care and Cook Care aged care groups in 2014, together with the acquisition of a number of individual aged care facilities across NSW, Victoria, Queensland and South Australia. Prior to

founding Estia, Mr Arvanitis had successfully founded, operated and disposed of a number of businesses in transport, agriculture, residential and commercial property.

Given Mr Arvanitis' previous executive experience with the Company, the Board considers that Peter is a non-executive, non-independent director. The Board recommends the re-election of Mr Arvanitis as director.



Marcus Darville
MA (Hons), MBA

Marcus Darville was appointed as a non-executive director of the Company on 14 July 2015.

Mr Darville is also a director at Quadrant Private Equity (Quadrant). Mr Darville has previously served as a director of the Company from the time of Quadrant's initial investment in Estia in November 2013 until November 2014.

Quadrant remains a substantial shareholder of the Company.

Mr Darville joined Quadrant in March 2006 and is a member of the Quadrant Investment Committee, as well as a director of Quadrant investees Super A-Mart/Barbeques Galore, and ICON Cancer Care. He was also a former director of ASX listed companies, iSentia and Virtus Health.

Mr Darville has over 20 years of private equity experience starting in the United Kingdom with NatWest Ventures (now Bridgepoint). He joined AMP in 1994 as Joint Head of Private Equity where he completed several major buyouts including Tasman Building Products, Olex Cables, Vision Group and Orphan Australia.

Mr Darville holds a degree in Mathematics and a Masters of Business Administration.

If elected, the Board considers that Mr Darville would be a non-executive, non-independent Director.

The Board recommends the election of Mr Darville as director.

The Chairman of the Meeting intends to vote all available proxies in favour of the election of Mr Darville and the re-election of Mr Arvanitis.

Item 4 – Remuneration Report

The Corporations Act requires a non-binding resolution to be put to shareholders for the adoption of the Remuneration Report. The Remuneration Report is included in the Company's 2015 Annual Report.

The 2015 Annual Report is available on the Investor Centre section of the Company's website, <http://www.estiahealth.com.au/investor-centre/investor-centre> and copies will also be available at the AGM.

The Remuneration Report includes information on:

- the remuneration policy adopted by the Board;

- the relationship between that policy and the Company's performance;
- the remuneration details of each Director and key management personnel; and
- the performance conditions that must be met prior to an executive deriving any value from the "at risk" components of their remuneration.

At the AGM, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the Remuneration Report.

The shareholder vote on this resolution is advisory only and will not bind the directors or the Company. The vote will, however, be taken into consideration in determining future remuneration policy for directors and executives.

The Board recommends that shareholders vote in favour of this resolution.

The Board encourages shareholders to apply the same level of diligence to voting on this resolution as for the binding resolutions.

Additionally, as a result of amendments to the Corporations Act known generally as the "two strikes rule", shareholders should note that the result of the vote on this resolution may affect next year's AGM. If 25% or more of the votes cast on this resolution are "against" the resolution at both the 2015 AGM and the 2016 AGM, then a further resolution on whether to hold a meeting to spill the Board would need to be considered at the 2016 AGM.