

25 September 2015

Dear Shareholder,

It is my pleasure to invite you to the 2015 Annual General Meeting (**AGM**) of Regis Healthcare Limited.

The meeting will be held at 10.00 am (AEDT) on Thursday 29 October 2015 at RACV City Club, Bayside Rooms 5 and 6, Level 2, 501 Bourke Street, Melbourne 3000.

The accompanying Notice of Meeting details the formal business to be dealt with at the meeting.

At the meeting, we will present to shareholders:

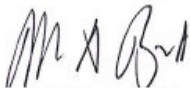
- The review of the Company's financial results;
- The Company's proposal for the re-election of Bryan Dorman and Trevor Gerber as directors;
- The Company's Remuneration Report; and
- The Company's proposal for the appointment of Ernst & Young as Auditor.

If you choose to attend the meeting, please bring the enclosed proxy form with you to assist with your registration for entry to the AGM.

If you are not able to attend the meeting to vote in person, I encourage you to appoint someone to attend and vote on your behalf as proxy. Please find enclosed instructions on how to appoint a proxy. Proxy forms must be received by 10.00 am (AEDT) on Tuesday 27 October 2015 to be valid for the meeting.

On behalf of my fellow directors, I look forward to welcoming you to the inaugural Regis Healthcare Limited AGM.

Yours sincerely



Mark Birrell
Chairman



REGIS HEALTHCARE LIMITED NOTICE OF MEETING 2015



NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2015 Annual General Meeting of Regis Healthcare Limited (**Regis** or the **Company**) will be held at RACV City Club, Bayside Rooms 5 and 6, Level 2, 501 Bourke Street, Melbourne 3000, on Thursday 29 October 2015 at 10.00 am (AEDT).

AGENDA ITEMS

1 Financial Report

To receive and consider the Financial Report of the Company and its controlled entities and the Reports of the Directors and Auditor for the year ended 30 June 2015.

2 Re-election of Directors

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

- 2.1 That Bryan Dorman, being eligible, be re-elected as a Director of the Company.
- 2.2 That Trevor Gerber, being eligible, be re-elected as a Director of the Company.

3 Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That the Remuneration Report for the year ended 30 June 2015 be adopted.

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this resolution (see Item 2 of the notes relating to voting).

4 Appointment of Auditor

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That Ernst & Young, having been duly nominated by a shareholder of the Company and having consented in writing to act, be appointed as Auditor of the Company.

The notes relating to voting and the Explanatory Memorandum form part of this Notice of Meeting.

By Order of the Board.

Date: 25 September 2015



Martin Bede
Company Secretary

NOTES RELATING TO VOTING

1 Entitlement to vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Board has determined that persons who are registered holders of shares in the Company as at 7:00 pm (AEDT) on Tuesday 27 October 2015 will be entitled to attend and vote at the Annual General Meeting as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

If more than one joint holder of shares is present at the Annual General Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

On a poll, shareholders have one vote for every fully paid ordinary share held (subject to the restrictions on voting referred to below).

2 Voting exclusions

Resolution 3

The Company will disregard any votes cast on resolution 3:

- by or on behalf of a member of the Company's key management personnel (KMP) named in the Company's Remuneration Report for the year ended 30 June 2015 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on resolution 3:

- in accordance with a direction in the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy.

3 Proxies

- (a) A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. A shareholder can appoint a proxy by completing and returning a signed proxy form (see section 4 of these notes relating to voting, and the enclosed proxy form).
- (b) A shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.
- (c) If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the *Corporations Act 2001 (Cth)*; and
 - provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.
- (d) If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.
- (e) Unless the Chairman of the meeting is your proxy, members of the Company's KMP (which includes each of the Directors) will not be able to vote as proxy on resolution 3, unless you direct them how to vote. If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, you should ensure that you direct that person how to vote on resolution 3.
- (f) If you intend to appoint the Chairman of the meeting as your proxy, you can direct the Chairman how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote "for", against" or to "abstain" from voting). However, if you do not mark a box next to resolution 3, then by signing and submitting the proxy form, you will be expressly authorising the Chairman to vote as they see fit in respect of resolution 3 even though it is connected with the remuneration of the Company's KMP.
- (g) If:
- a poll is duly demanded at the Annual General Meeting in relation to a proposed resolution;
 - a shareholder has appointed a proxy (other than the Chairman of the meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
 - that shareholder's proxy is either not recorded as attending the meeting or does not vote on the resolution, the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the shareholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that shareholder.
- (h) Please note that for proxies without voting instructions that are exercisable by the Chairman of the meeting, the Chairman intends to vote all available proxies in favour of each resolution.

4 Proxy form

A proxy form accompanies this Notice and to be effective must be received no later than 10.00 am (AEDT) on Tuesday 27 October 2015 at:

Online: www.linkmarketservices.com.au

Mail: Regis Healthcare Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

Facsimile: +61 2 9287 0309

5 Corporate representatives

A body corporate that is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it has been signed, unless it has previously been given to the Company.

6 Voting by attorney

A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Annual General Meeting. An attorney may but need not be a member of the Company.

An attorney may not vote at the meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company by 10.00 am (AEDT) on Tuesday 27 October 2015.

7 Questions for the Auditor

Shareholders may submit written questions to the Company's Auditor, Ernst & Young, if the question is relevant to the content of Ernst & Young's Audit Report for the year ended 30 June 2015 or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2015.

Relevant written questions for the Auditor must be received by the Company by no later than 5:00 pm (AEDT) on Thursday 22 October 2015. Please send any written questions to:

Company Secretary
Regis Healthcare Limited
Level 2, 615 Dandenong Road
Armada VIC 3143

A list of written questions will be made available to shareholders attending the meeting. If written answers are tabled at the meeting, they will be made available to shareholders as soon as practicable after the meeting.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to help shareholders understand the items of business at the forthcoming Annual General Meeting.

1 Annual Financial Report

The Corporations Act requires:

- the reports of the Directors and Auditors; and
- the annual Financial Report, including the Financial Statements of the Company for the year ended 30 June 2015,

to be laid before the Annual General Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given an opportunity to raise questions or comments on the management of the company.

Also, a reasonable opportunity will be given to shareholders as a whole at the meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

2 Re-election of Directors

2.1 Re-election of Bryan Dorman

Bryan has considerable experience both working in and growing enterprises across a broad range of industry sectors, including residential aged care, manufacturing, property development and investment and business services.

Bryan worked in and was a partner of Melbourne accounting firm, Rees Partners, from 1977 until 2000. From its commencement in the early 1990s and until 2014 Bryan was the Chairman of Regis (Executive Chairman until 2008). As Chairman, he oversaw the management and growth of the Company. Bryan was also the National President of the former aged care industry body, The Aged Care Association of Australia, from 2004 to 2012, during which time he was actively involved in the development of the industry and shaping its future.

As Bryan was one of the founding shareholders of the Company, the Board does not consider him to be independent. Nevertheless, given his considerable experience and skills, the Directors considers that he adds significant value to the Board.

Recommendation

The Board (with Bryan Dorman abstaining) recommends that shareholders vote **in favour** of resolution 2.1.

2.2 Re-election of Trevor Gerber

Trevor has extensive board experience spanning property, funds management, tourism, infrastructure and aquaculture. He currently holds directorships at Cimic Group, Tassal Group, Federation Centres and is Chairman of Sydney Airport Limited.

Prior to becoming a professional Director in 2000, Trevor was an executive at Westfield Holdings Limited for 14 years during which time he held senior executive positions including Group Treasurer and Director of Funds Management responsible for the Westfield Trust and Westfield America Trust.

Trevor is a member of the Institute of Chartered Accountants in Australia and holds a Bachelor of Accountancy from the University of the Witwatersrand, South Africa.

The Board considers Trevor to be independent.

Recommendation

The Board (with Trevor Gerber abstaining) recommends that shareholders vote **in favour** of resolution 2.2.

3 Remuneration Report

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the Remuneration Report. The Remuneration Report on pages 36 to 47 of the Company's Annual Report sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for the Company's KMP during the year ended 30 June 2015.

As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and discussion at the meeting into account in setting remuneration policy for future years.

Recommendation

The Board recommends that shareholders vote **in favour** of the adoption of the Remuneration Report.

4 Appointment of Auditor

Section 327B(1)(a) of the Corporations Act requires a public company to appoint an Auditor at its first Annual General Meeting. Accordingly, the Company is seeking shareholder approval of the appointment of Ernst & Young as the Company's auditor.

Ernst & Young has been duly nominated for appointment as the Company's Auditor by a shareholder of the Company, as required by section 328B of the Corporations Act. A copy of the shareholder's written Notice of Nomination is set out as follows.

31 August 2015

Mr Martin Bede
Company Secretary
Regis Healthcare Limited
Level 2, 615 Dandenong Road
Armadale VIC 3143

Dear Sir,

Notice of Nomination of Auditor

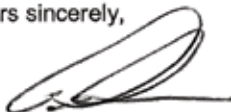
I am a member of Regis Healthcare Limited ACN 125 203 054 (the **Company**).

I hereby nominate Ernst & Young for appointment as auditors of the Company at the Company's annual general meeting on 29 October 2015, or any adjournment of this meeting.

This letter serves as Notice of Nomination in accordance with section 328B(1) of the Corporations Act 2001 (Cth) (the **Act**).

In accordance with section 328B(3) of the Act please send a copy of this notice to Ernst & Young and any person entitled to receive notice of general meetings of the Company.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Paul Alexander Thomson', with a stylized flourish at the end.

Paul Alexander Thomson

EXPLANATORY MEMORANDUM

Recommendation

The Board recommends that shareholders vote in favour of the appointment of Ernst & Young as Auditor of the Company.

5 How to get to the Annual General Meeting

Location: RACV City Club
Bayside Room 5 and 6
Level 2, 501 Bourke Street
Melbourne 3000 VIC

Parking: Available on site.

Public Transport: Timetables can be found on ptv.vic.gov.au with the options of catching the train or tram.
The closest train stations are Flagstaff or Southern Cross.

LODGE YOUR VOTE
ONLINE
www.linkmarketservices.com.au
BY MAIL
 Regis Healthcare Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

BY FAX
 +61 2 9287 0309

BY HAND
 Link Market Services Limited
 Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
 Telephone: +61 1300 554 474

X99999999999

PROXY FORM

I/We being a member(s) of Regis Healthcare Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**
OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

 or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Thursday, 29 October 2015 at Level 2, Bayside Room 5 and 6, RACV City Club, 501 Bourke Street, Melbourne** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, then by submitting this form, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 3, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).


The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.
Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*
2.1 Re-election of Mr Bryan Dorman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.2 Re-election of Mr Trevor Gerber as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Appointment of Ernst & Young as auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

 This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will become your proxy. A proxy need not be a shareholder of the Company.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. If the Chairman of the Meeting is your proxy or becomes your proxy by default, the Chairman of the Meeting will vote any undirected proxies as the Chairman of the Meeting sees fit, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Tuesday, 27 October 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Regis Healthcare Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**