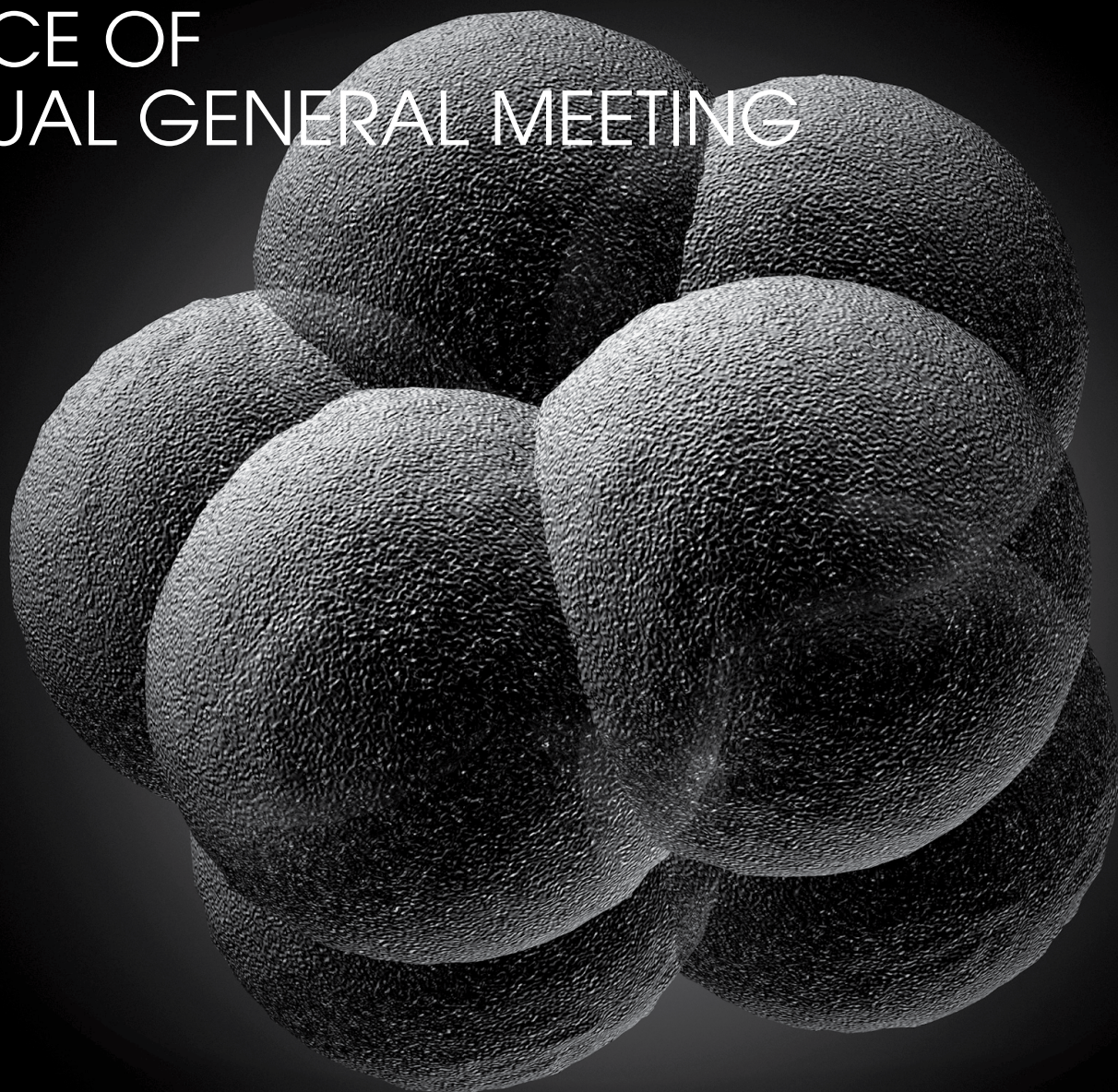


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# NOTICE OF ANNUAL GENERAL MEETING



Notice is hereby given that the Annual General Meeting (AGM) of shareholders of Virtus Health Limited (the Company) will be held at Sofitel Sydney Wentworth Hotel, 61-101 Phillip St. Sydney NSW 2000 Australia on Wednesday, 29 October 2014 at 2.00 pm (AEDT) (Meeting).

The Explanatory Notes to this Notice provide additional information on matters to be considered at the Meeting. The Explanatory Notes and the Proxy Form form part of this notice.

## BUSINESS OF THE MEETING

### ITEM 1: FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Statements, the Directors' Report and the Auditor's Report for the year ended 30 June 2014.

### ITEM 2: REMUNERATION REPORT

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

*"To adopt the Remuneration Report for the year ended 30 June 2014."*

Notes:

- i. In accordance with section 250R of the Corporations Act 2001, the vote on this resolution will be advisory only and will not bind the directors or the Company.
- ii. A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

### ITEM 3: ELECTION OF DIRECTORS

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

*"That Ms Sonia Petering, being a Director who was appointed by the Directors on 1 September 2014 and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers herself for election, be re-elected as a director of the Company."*

### ITEM 4: GRANT OF PERFORMANCE RIGHTS TO SUE CHANNON, CHIEF EXECUTIVE OFFICER

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

*"That, approval is given for all purposes, including for the purposes of ASX Listing Rule 10.14, to the acquisition by the Chief Executive Officer, Sue Channon, under the Virtus Health Limited Executive Option Plan, of 36,472 performance rights to acquire ordinary shares in the Company, subject to achievement of performance conditions and on other terms set out in the Explanatory Notes to this Notice of Meeting."*

*Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).*

## ENTITLEMENT TO VOTE

The directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered shareholders of the Company as at 7pm (AEDT) on Monday, 27th October 2014 (**Entitlement Time**), subject to any applicable voting exclusion.

This means that if you are not the registered holder of a share in the Company at the Entitlement Time, you will not be entitled to attend and vote at the Meeting.

## ANNUAL REPORT

Copies of the Company's 2014 Annual Report may be accessed at our website [www.virtushealth.com.au](http://www.virtushealth.com.au) or from the Company.

## VOTING OPTIONS AND PROXIES

If you do not plan to attend the meeting in person, you are encouraged to complete and return the Proxy Form which accompanies this Notice of Meeting.

### VOTING BY PROXY

A shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than 2 proxies to attend and vote on behalf of the shareholder.

If the shareholder appoints 2 proxies, the shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the shareholder's votes. If the specified proportion or number of votes exceeds that which the shareholder is entitled to, each proxy may exercise half of the shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a shareholder of the Company. A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Item 2 (see the Explanatory Notes below):

- If a shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines, and
- If a shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

#### PROXY VOTING BY THE CHAIR

For Item 2 (Remuneration Report), where the Chair is appointed as a shareholder's proxy and that shareholder has:

- Marked the Chair's box on the proxy form; and
- Has not specified the way in which the Chair is to vote on Item 2,

the shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for this item of business.

The Chair intends to vote all undirected proxies in favour of the resolutions put in the Notice of Meeting.

#### PROXY FORMS

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's share registry, as an original or by facsimile, no later than 2.00pm (AEDT) on Monday, 27 October 2014 (Proxy Deadline).

Proxy forms may be submitted in one of the following ways:

- i. By mail to Link Market Services Limited using the reply paid envelope or Locked Bag A14, Sydney South, NSW, 1235, Australia. Please allow sufficient time so that it reaches Link Market Services Limited by the Proxy Deadline;
- ii. By fax to Link Market Services Limited on +61 2 9287 0309;
- iii. Online via the Company's Share Registry website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). Please refer to the Proxy Form for more information; or
- iv. By hand delivery to Link Market Services Limited at Level 12, 680 George Street, Sydney NSW 2000.

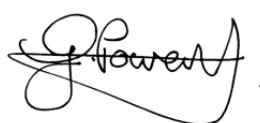
Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

## CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate shareholder may appoint a person to act as its representative to attend the meeting by providing that person with:

- i. a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- ii. a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD



**Glenn Powers**  
Company Secretary  
19 September 2014



# EXPLANATORY NOTES

## ITEM 1 – FINANCIAL STATEMENTS AND REPORTS

As required by section 317 of the Corporations Act 2001 the financial report, directors' report and auditor's report for the most recent financial year will be presented to the meeting. The financial report contains the financial statements of the consolidated entity consisting of Virtus Health Limited and its subsidiaries. As permitted by the Corporations Act, a printed copy of the Annual Report has been sent only to those shareholders who have elected to receive a printed copy.

There is no requirement for a formal resolution on this item.

The Chair of the meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor PricewaterhouseCoopers (PWC) questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2014, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of PWC in relation to the conduct of the audit.

Shareholders may submit written questions to Eddie Wilkie, Partner, PWC to be answered at the meeting, provided the question is relevant to the content of PWC's audit report or the conduct of the audit of the Company's financial report for the year ended 30 June 2014.

Written questions must be received no later than 5.00pm on Wednesday, 22 October 2014. Any written questions to Eddie Wilkie, Partner, PWC can be sent to Link Market Services Limited, Locked Bag A14, Sydney South, NSW, 1235, Australia (or by Fax: +61 2 9287 0309).

## ITEM 2 – ADOPTION OF REMUNERATION REPORT

### 2.1 Reasons for Resolution

In accordance with section 300A of the Corporations Act 2001 the Company has proposed a remuneration report for the consideration of shareholders.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the board or the Company.

The Company has designed a remuneration framework to support both a high performance culture and a team

focus on adhering to agreed business objectives and directions which is included in the Directors' report.

The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders, and conforms to market practice for delivery of reward.

In summary, the remuneration report in the Annual Report:

- explains the principles used for determining the nature and amount of remuneration of directors and senior managers of the Company;
- outlines the role of the Remuneration and Nomination Committee;
- sets out remuneration details for each director and senior executive of the Company (including the value of any options granted to those persons);
- outlines service contracts of key management personnel; and
- provides details of options granted to directors and key management personnel.

*Item 2: The Board unanimously recommends that shareholders vote in favour of this resolution.*

### 2.2 Voting Exclusion Statement

As required by the Corporations Act 2001, the Company will disregard any votes cast on Item 2 by any member of the Company's key management personnel<sup>1</sup> (KMP) or a closely related party<sup>2</sup> of any such member unless the person:

- i. votes as a proxy appointed by writing that specifies how the person is to vote on the resolutions; or
- ii. is the Chairman of the Meeting and votes as a proxy appointed by writing that authorises the Chair to vote on the resolutions even though that resolution is connected with the remuneration of a member of the Company's KMP.

What this means for shareholders: If you intend to appoint a member of the KMP (such as one of the directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2.

<sup>1</sup> 'key management personnel' has the meaning as defined in Section 9 of the Corporations Act 2001.

<sup>2</sup> 'closely related party' has the meaning as defined in Section 9 of the Corporations Act 2001.

If you intend to appoint the Chair of the Meeting as your proxy, you can direct him/her how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

### ITEM 3 – Election of Directors

In accordance with the Company's constitution and the ASX Listing Rules an election of directors must be held at each Annual General Meeting.

Article 10.7 of the Company Constitution states that Directors are permitted to appoint a person as a Director either to fill a casual vacancy or as an addition to the existing Directors. A Director appointed under this article and ASX Listing Rule 14.4 holds office until the conclusion of the next annual general meeting of the Company and is then eligible for election at that meeting. Ms Sonia Petering was appointed on 1 September 2014 and is submitted to shareholders for election at this Meeting. The Board considers Ms Petering to be an independent director.

Details of Ms Petering are also set out below.

#### Election of Director – Ms Sonia Petering

Ms Petering is a corporate lawyer with extensive experience as a Director. She is currently Chair of the Rural Finance Corporation of Victoria and a non-executive director of Victoria's Transport Accident Commission.

*Item 3: The Directors (other than Ms Petering) unanimously recommend that security holders vote in favour of this resolution.*

### ITEM 4: GRANT OF PERFORMANCE RIGHTS TO SUE CHANNON, CHIEF EXECUTIVE OFFICER

Shareholders are asked to approve for all purposes (including ASX Listing Rule 10.14) the issue of a maximum of 36,472 Share Performance Rights (**Rights**) to the Chief Executive Officer, Ms Sue Channon. If approved by Shareholders, the Rights will be issued as soon as possible, and no later than 12 months after the Annual General Meeting. The Rights will only vest if the performance hurdles relating to total shareholder return (**TSR**) and earnings per share (**EPS**) are met as set out below. No dividends are paid with respect to Rights. Shares resulting from the exercise of Rights, following their vesting will have full voting and dividend rights corresponding to the rights of other holders of ordinary shares in the Company.

ASX Listing Rule 10.14 requires shareholder approval for the issue of securities under an employee incentive scheme to a Director. The vesting of the Rights is

dependent on the performance criteria, summarised below, being met over the relevant measurement period. If the performance criteria have not been met by the end of the relevant measurement period (3 years), the Rights will lapse.

The terms of Ms Channon's employment contract with the Company will entitle her to participate in the Virtus Health Limited Executive Option Plan (**Plan**). The Board has proposed that for the year ended 30 June 2015, Ms Channon be eligible for Rights under the plan of up to 60% of her fixed remuneration.

The company has adopted the Plan to assist in the reward, motivation and retention of personnel (including executive directors, eligible employees and fertility specialists). The Plan is also designed to recognise the abilities, efforts and contributions of participants to Virtus' performance and success and provide the participants with an opportunity to acquire or increase their ownership interest in the company.

For the year ended 30 June 2015, Ms Channon's remuneration comprises the following components:

- fixed remuneration, including statutory superannuation of \$479,000 per annum;
- an at-risk short term incentive of up to 35.5% of fixed remuneration subject to the achievement of specified targets; and
- an at-risk long term incentive of up to 60% of fixed remuneration under the Plan (**Rights**).

Remuneration Consultants, KPMG, were engaged to provide market benchmarking of senior executive remuneration. KPMG also made recommendations on Ms Channon's base remuneration and incentive schemes.

#### a) The Executive Option Plan

The Plan contemplates the grant of options or performance rights over shares. There is no ability for the company to provide any cash equivalent on exercise.

The company may offer additional incentive schemes to executive directors, employees or fertility specialists over time.

The performance hurdles for the Plan are relative total shareholder return (**TSR**) and earnings per share (**EPS**) growth. Each hurdle applies to 50% of the grant. TSR is measured on the Company's TSR relative to a peer group of companies in both the S&P ASX 200 Index and the S&P ASX 200 Healthcare Index (weighted 50% each) over the three year performance period. TSR is a measure of the return on investment in a company's shares, including dividends and all other returns to shareholders notionally invested over the relevant performance period.

The percentage of the TSR Component which may vest is based on a sliding scale as follows:

IF AT THE END OF THE PERFORMANCE PERIOD THE TSR OF THE COMPANY:	THE PERCENTAGE OF THE TSR COMPONENT WHICH WILL VEST IS:
Does not reach the 50th percentile of the TSRs of the S&P/ASX 200 index and the S&P /ASX 200 Healthcare index (weighted 50% each)	0%
Reaches the 50th percentile of the TSRs of the S&P/ASX 200 index and the S&P /ASX 200 Healthcare index (weighted 50% each)	50%
Exceeds the 50th percentile of the TSRs of the S&P/ASX 200 index and the S&P /ASX 200 Healthcare index (weighted 50% each) but does not reach the 75th percentile	Progressive pro rata vesting from 50% to 100% (ie on a straight line basis)
Reaches or exceeds the 75th percentile of the TSRs of the S&P/ASX 200 index and the S&P /ASX 200 Healthcare index (weighted 50% each)	100%

The second performance criterion relates to growth in earnings over a three year performance period. The number of Rights that vest will depend on the Earnings per Share meeting a Compound Annual Growth Rate (CAGR) target over three years.

IF AT THE END OF THE PERFORMANCE PERIOD THE EPS OF THE COMPANY:	THE PERCENTAGE OF THE EPS COMPONENT WHICH WILL VEST IS:
Does not reach CAGR of 7.5%	0%
Reaches 7.5% CAGR	50%
Exceeds 7.5% CAGR but does not reach 10% CAGR	Progressive pro rata vesting from 50% to 100% (ie on a straight line basis)
Reaches or exceeds 10% CAGR	100%

Calculations of the Company's TSR and EPS will be determined at the end of the 3 year period and approved by the Board.

In this way, Ms Channon's benefits are aligned with the interests of shareholders. There are no circumstances where Rights will be vested to Ms Channon's prior to the vesting day.

#### TERMINATION OF EMPLOYMENT

If Ms Channon's employment is terminated for cause, then Ms Channon's loses the benefit of her Rights.

If Ms Channon's resigns due to illness or for a "permitted reason", then some of her unvested Rights will be retained according to the formulae outlined in the plan rules, which is based on the period of service from grant date till vesting date.

If Ms Channon's employment ends for any other reason, the unvested Rights will lapse and she will lose the benefit of the Rights.

#### b) Shareholder approval

ASX Listing Rule 10.14 requires Shareholder approval before a director can acquire securities or rights to securities under an employee incentive scheme. Approval from Shareholders is being sought to grant Rights to Ms Channon under the Plan in respect of the period commencing on and from the date of this Meeting, with any Rights issued within 12 months of the date of this Meeting.

**c) Information required by ASX Listing Rule 10.15**

ASX Listing Rule 10.15 requires the following information to be disclosed in relation to the Rights to be granted to Ms Channon under the Plan:

**1. NUMBER OF RIGHTS**

The number of Rights that may be granted to Ms Channon's within 12 months of this Meeting is to be calculated in accordance with the following formula and in any case not in excess of 36,472:

- The number of Rights granted is calculated as 60% of base salary divided by the weighted average daily closing price of the Company's shares for the business days commencing 26 August to 15 September 2014, inclusive.

After the grant of Rights, the number of Rights that actually vest will determine the number of Shares that Ms Channon's may receive at the end of the vesting period on the vesting date. Only those Rights that satisfy the performance hurdles as outlined above will vest, and the remaining Rights will lapse. Each Right will upon vesting, convert into one fully paid ordinary share.

On vesting of the Rights, the board will decide on or around the vesting day whether to purchase the amount of new Shares on market or to issue Shares.

No payment for the Rights is required by Ms Channon and the exercise price of the Rights is zero.

**2. PERSONS WHO RECEIVED SHARES UNDER THE PLAN SINCE LAST APPROVAL**

186,077 shares were issued during the period as a result of Options vesting under the Plan.

The Virtus Health Option Plan was approved by the board on the 11 June 2013 and as part of the listing process.

- 450,000 Options were issued to fertility specialists; and
- 174,082 Options were issued to Management.

These Options were formally granted on 28 January 2014.

These Options were issued on the terms outlined in the Prospectus at the time of listing.

The details of these Option Issues are outlined in the Company's Remuneration Report contained in the 2014 Annual Report.

**3. PERSONS WHO ARE ENTITLED TO PARTICIPATE IN THE EXECUTIVE OPTION PLAN**

Eligibility to participate in the Plan will be determined by the Board.

**4. TERMS OF ANY RELATED LOAN**

There is no loan provided in relation to the acquisition of Rights by Ms Channon.

**5. ISSUE DATE OF RIGHTS**

The Rights will be granted to Ms Channon no earlier than the date of this Meeting and no later than 12 months from the date of the Meeting, on the conditions described in this Explanatory Note.

**VOTING EXCLUSION**

The Company will disregard any votes cast on the proposed Item 4 by any Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company), Ms Channon and any associate of any such persons. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy does.

In addition, no key management personnel of the Company or a closely related party of such a member may vote as a proxy on the proposed Item 4 unless:

- the person votes as a proxy appointed by writing that specifies how the person is to vote on the proposed Item 6; or
- the person is the Chairman and votes as a proxy appointed by writing that authorises the Chairman to vote on the proposed Item 4 even though the resolution is connected directly or indirectly with the remuneration of key management personnel of the Company.

*Item 4: The Board (other than Ms Sue Channon) unanimously recommends that shareholders vote in favour of this resolution.*







**By mail:**

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



**By fax:** +61 2 9287 0309



**All enquiries to: Telephone:** +61 1300 554 474

## PROXY FORM

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

### STEP 1

#### 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 (excluding the registered shareholder) you are appointing as your proxy.

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 vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **2:00pm on Wednesday, 29 October 2014 at the Sofitel Sydney Wentworth Hotel, 61-101 Phillip St. Sydney** (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

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 ☒.

### STEP 2

#### VOTING DIRECTIONS

##### Item 2

Remuneration Report

For Against Abstain\*

☐ ☐ ☐

##### Item 3

Re-election of Ms Sonia Petering as Director

☐ ☐ ☐

##### Item 4

Grant of Options to Sue Channon

☐ ☐ ☐

\* 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.

### STEP 3

#### SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).

**VRT PRX401R**



## HOW TO COMPLETE THIS 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 a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

### 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](http://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 **2:00pm on Monday, 27 October 2014**, 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](http://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:**

Virtus Health 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, 1A Homebush Bay Drive, Rhodes NSW 2138.

**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.**