

# Notice of Annual General Meeting and Explanatory Memorandum to Shareholders

## Date of Meeting

Tuesday, 25 October 2015

## Time of Meeting

1.00pm (Sydney time)

## Place of Meeting

Level 8

15 Talavera Rd, North Ryde, NSW 2113

## A PROXY FORM IS ENCLOSED

This Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your professional advisers.

If you are unable to attend the Annual General Meeting please complete and return the enclosed Proxy Form in accordance with the directions.

# ➤ Important Notes

## 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 at 1.00pm (Sydney time) on Sunday, 23 October 2016 will be entitled to attend and vote at the Meeting as a Shareholder. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## HOW TO VOTE

Shareholders may vote by either:

- a. attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- b. appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions electronically, in person, by post or by facsimile.

## VOTING IN PERSON (OR BY ATTORNEY)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. In the case of persons attending the Meeting as an attorney of a Shareholder, the original power of attorney appointing the person as the Shareholder's attorney (or a certified copy of the power of attorney) must be received by the Company in the same manner and by the same time outlined for proxy forms below.

If your Shares are held jointly, please note that if you and another joint holder both wish to vote at the Meeting, only the vote of the holder named first in the register will be accepted, to the exclusion of the other holder(s).

## VOTING BY A CORPORATION

A Shareholder that is a corporation may appoint a body corporate representative to attend and vote for the Shareholder at the 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 is signed, unless it has been previously provided to the Company's Share Registry.

## VOTING BY PROXY

A Shareholder entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote instead of the Shareholder. A proxy form is included with this Notice of Meeting and an additional proxy form (if two proxies are to be appointed) can be obtained from the Company's Share Registry. A proxy need not be a Shareholder of the Company.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights on a poll. If the appointment does not specify the proportion or number of votes, each proxy may exercise half of the votes (any fraction of votes will be disregarded). Neither proxy is entitled to vote on a show of hands if more than one proxy attends.

If you appoint a proxy, the Company encourages you to consider directing them how to vote by marking the appropriate box on the Proxy Form for each of the proposed resolutions. If your proxy chooses to vote, he/she must vote in accordance with your directions. If you have directed your proxy to vote, and they fail to attend the Meeting or they choose to not vote, then, on a poll, the Chairman of the Meeting will vote your proxies as directed by you.

If you appoint the Chairman of the Meeting as your proxy (or the Chairman becomes your proxy by default) and you do not direct your proxy how to vote on a resolution, you will be expressly authorising the Chairman to vote as he decides on the relevant resolution. This includes Resolutions 1 and 3 even though these resolutions are connected with the remuneration of members of the Company's Key Management Personnel. The Chairman of the Meeting intends to vote, as your proxy, in favour of each of the proposed resolutions (where permissible).

If you do not want the Chairman of the Meeting to vote, as your proxy, in favour of any resolution, you need to direct your proxy to vote against, or to abstain from voting on, the relevant resolution by marking the appropriate box on the Proxy Form.

If you appoint a Director (other than the Chairman of the Meeting) or another member of the Key Management Personnel (or a Closely Related Party of any such Director or member) as your proxy, you should direct them how to vote on Resolutions 1 and 3 by marking the appropriate box. If you do not do so, your proxy will not be able to vote on your behalf on Resolutions 1 and 3.

The Proxy Form (and the power of attorney or other authority, if any, under which a Proxy Form is signed, or a certified copy of the power or other authority) must be completed and returned no later than 1.00pm (Sydney time) on Sunday, 23 October 2016.

Proxies (and, if applicable, powers of attorney or other authorities) may be returned:

### Online

[www.investorvote.com.au](http://www.investorvote.com.au)

### By mail

Computershare Investor Services  
G.P.O. Box 242  
Melbourne Victoria 3001, Australia

### By facsimile

(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

Any proxy form received after that time will not be valid for the scheduled Meeting.

The Proxy Form must be signed by the Shareholder or the Shareholder's attorney or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation. Where two or more persons are registered as a Shareholder, each person must sign.



# ➤ Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of LifeHealthcare Group Limited ABN 72 166 525 186 (the Company) will be held at Level 8, 15 Talavera Rd, North Ryde NSW on 25 October 2015 at 1:00pm (Sydney time), for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

## AGENDA

### Financial Reports

To receive and consider the financial report of the Company for the year ended 30 June 2016, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

### Resolution 1 – Non-Binding Resolution to adopt Remuneration Report

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution in accordance with section 250R(2) of the Corporations Act 2001 (Cth) (**Corporations Act**):

*"That the Remuneration Report for the year ended 30 June 2016 as set out in the 2016 Annual Report be adopted."*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

**Voting exclusion statement:** In accordance with section 250R of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a Restricted Voter. However, the Company need not disregard a vote if:

- a. it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution; and
- b. it is not cast on behalf of a Restricted Voter.

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 1 unless:

- a. the appointment specifies the way the proxy is to vote on Resolution 1; or
- b. the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1.

Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

If you are a Restricted Voter and purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

### Resolution 2 – Grant of Incentive Options to Matthew Muscio

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

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the Company to issue 598,301 Incentive Options to Matthew Muscio, under the Company's Long Term Incentive Plan, on the terms and conditions set out in the Explanatory Memorandum (including Annexure "A" to the Explanatory Memorandum)."*

**Voting exclusion statement:** The Company will disregard any votes cast on Resolution 2 by Matthew Muscio and any Associate of Matthew Muscio. However, the Company need not disregard a vote if:

- a. it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution; and
- b. it is not cast on behalf of Matthew Muscio or an Associate of Matthew Muscio.

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 2 unless:

- a. the appointment specifies the way the proxy is to vote on Resolution 2; or
- b. the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 2.

Shareholders may also choose to direct the Chair to vote against Resolution 2 or to abstain from voting.

If you are a Restricted Voter and purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

# ➤ Notice of Annual General Meeting

## **Resolution 3 – Re-election of Bill Best as a Director**

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

*“That Bill Best, who retires in accordance with rule 6.1(f)(i)(A) of the Constitution and, being eligible for re-election, in accordance with rule 6.1(i) be re-elected as a Director.”*

## **Resolution 4 – Re-election of Donna Staunton as a Director**

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

*“That Donna Staunton, who retires in accordance with rule 6.1(f)(i)(A) of the Constitution and, being eligible for re-election, in accordance with rule 6.1(i) be re-elected as a Director.”*

## **Resolution 5 – Election of Heith Mackay-Cruise as a Director**

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

*“That Heith Mackay-Cruise be elected as a Director in accordance with rule 6.1(m)(ii) of the Constitution.”*

## **OTHER BUSINESS**

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

**By order of the Board**



**Dean Taylor**

Company Secretary

Dated: 26 September 2016

# ➤ Explanatory Memorandum

THIS EXPLANATORY MEMORANDUM IS INTENDED TO PROVIDE SHAREHOLDERS WITH SUFFICIENT INFORMATION TO ASSESS THE MERITS OF THE RESOLUTIONS CONTAINED IN THE ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY. THE DIRECTORS RECOMMEND THAT SHAREHOLDERS READ THIS EXPLANATORY MEMORANDUM IN FULL BEFORE MAKING ANY DECISION REGARDING THE MATTERS SET FORTH IN THE NOTICE.

Capitalised terms used in this Explanatory Memorandum are defined in the Glossary appearing at the end of this Explanatory Memorandum unless otherwise defined in the Explanatory Memorandum.

## FINANCIAL REPORTS

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2016, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report on the financial report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the independent audit report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the Auditor in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

## RESOLUTION 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2016 Annual Report be adopted. The Remuneration Report is set out in the Company's 2016 Annual Report and is also available on the Company's website ([www.lifehealthcare.com.au](http://www.lifehealthcare.com.au)).

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

If at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report for 2016, it will not result in the Company putting a Spill Resolution to Shareholders. However, a Spill Resolution will be required if the Remuneration Report at the 2017 Annual General Meeting also receives a vote of more than 25% against its adoption.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

## Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair will use any such proxies to vote in favour of the Resolution.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

# ➤ Explanatory Memorandum

## **RESOLUTION 2 – Grant of Incentive Options to Matthew Muscio**

Subject to Shareholder approval under Resolution 2, the Company proposes to grant a total of 598,301 Incentive Options to Matthew Muscio under the terms of the Company's Long Term Incentive Plan (Option Plan).

The purpose of the Company's Option Plan is to provide eligible employees with equity based remuneration with a long term performance focus. The full terms and conditions of the Option Plan were released to the ASX on 5 December 2013 and may also be inspected during normal business hours at the registered office of the Company.

The grant of Incentive Options encourages Matthew Muscio to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through Share ownership. Under the Company's current circumstances, the Directors have determined (in the absence of Matthew Muscio) that the incentives intended for Matthew Muscio represented by the grant of these Incentive Options are a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

The number of Incentive Options to be granted to Matthew Muscio has been determined based upon a consideration of:

- the remuneration of Matthew Muscio;
- the extensive experience and reputation of Matthew Muscio within the medical devices industry;
- the current price of the Company's Shares;
- the Directors' wish to ensure that the remuneration offered is competitive with market standards and / or practice. The Directors have considered the proposed number of Incentive Options to be granted and will ensure that Matthew Muscio's overall remuneration is reasonable given the circumstances of the Company and the responsibilities of Matthew Muscio's office; and
- incentives to attract and ensure continuity of service of the Company's employees who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options upon the terms proposed.

## **Information Requirements – ASX Listing Rules 10.14 and 10.15**

ASX Listing Rule 10.14 requires Shareholder approval by ordinary resolution prior to the acquisition of securities by a Director of the Company under an employee incentive scheme. Accordingly, under ASX Listing Rule 10.14, the Company is seeking Shareholder approval to grant 598,301 Incentive Options to Matthew Muscio.

The following information in relation to the Incentive Options to be granted to Matthew Muscio pursuant to Resolution 2 is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- 598,301 Incentive Options will be issued, and if all of those Incentive Options vest and are exercised, 598,301 fully paid ordinary shares will be issued to Matthew Muscio;
- the Incentive Options will be granted for no consideration. The Incentive Options will be exercisable at a price of \$1.99, calculated as the volume weighted average price for the five trading days on the ASX ending 21 September 2016 at which the Directors approved the granting of the Incentive Options at the Board Meeting held on 22 September 2016;
- Matthew Muscio is the only Director, or associate of a Director, who is entitled to participate in the Option Plan;
- no loan will be provided by the Company in connection with the grant of the Incentive Options to Matthew Muscio;
- a voting exclusion statement has been included under Resolution 2 of the Agenda to this Notice of Annual General Meeting;
- the Incentive Options will be issued on a date which will be no later than 12 months after the date of this Meeting; and
- further terms and conditions of the Incentive Options to be granted to Matthew Muscio are set out in Annexure "A" to this Explanatory Memorandum.

If approval is given for the grant of the Incentive Options under Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1.

## **RESOLUTION 3 – Re-Election of Bill Best as a Director**

Rule 6.1(f)(i)(A) of the Constitution provides that one third of directors (excluding the Managing Director) must retire at each annual general meeting.

Rule 6.1(i) of the Constitution provides that a Director retiring under clause 6.1(f)(i)(A) is eligible for re-election and that Director may by resolution of the Company be re-elected to that office.

Pursuant to rule 6.1(f)(i)(A) of the Company's Constitution, Bill Best retires as a Director and, being eligible, offers himself for re-election in accordance with rule 6.1(i) of the Constitution.

## ➤ Explanatory Memorandum

A summary of Bill Best's relevant experience is set out below:

Date appointed:	8 November 2013
Qualifications:	Bachelor of Commerce, Bachelor of Laws and Master of Commerce in Finance
Experience:	Involved in investment banking and stockbroking for over 30 years. Formerly an Executive Director at Macquarie Group Limited for 13 years, which included being the joint head of Macquarie Equity Capital Markets division.  Chair of Inala (a Rudolph Steiner organisation supporting individuals with disabilities), and also a director of the Australian Chamber Orchestra and Chair of the Australian Chamber Orchestra Instrument Fund.

**Directors' recommendation:** Other than Mr Best, who has a material personal interest in the outcome of Resolution 3, the Directors unanimously recommend that the Shareholders vote in favour of Resolution 3.

### RESOLUTION 4 – Re-Election of Donna Staunton as a Director

Rule 6.1(f)(i)(A) of the Constitution provides that one third of directors (excluding the Managing Director) must retire at each annual general meeting.

Rule 6.1(i) of the Constitution provides that a Director retiring under clause 6.1(f)(i)(A) is eligible for re-election and that Director may by resolution of the Company be re-elected to that office.

Pursuant to rule 6.1(f)(i)(A) of the Company's Constitution, Donna Staunton retires as a Director and, being eligible, offers herself for re-election in accordance with rule 6.1(i) of the Constitution.

A summary of Donna Staunton's relevant experience is set out below:

Date appointed:	8 November 2013
Qualifications:	Bachelor of Laws
Experience:	Ms Staunton has extensive corporate and government experience in both the public and private sectors, in listed and unlisted companies and in the not-for-profit sector.  Ms Staunton originally trained as a lawyer and held roles in senior management teams of a Fortune 500 company, an ASX top 20 company and the CSIRO. Ms Staunton is the Managing Director of The Strategic Council and is the Chief Executive Officer of the Hearing Care Industry Association.  Ms Staunton has served on the boards of Workcover NSW, the National Breast Cancer Centre, the Global Foundation, CSIRO Publishing and the Institute of Public Affairs. She is currently on the board of Mental Health CRC and is a member of its audit committee. Ms Staunton is also a member of the Australian Institute of Directors.

**Directors' recommendation:** Other than Ms Staunton, who has a material personal interest in the outcome of Resolution 4, the Directors unanimously recommend that the Shareholders vote in favour of Resolution 4.

### RESOLUTION 5 – Election of Heith Mackay-Cruise as a Director

Rule 6.1(m)(ii) of the Constitution provides that a person may be elected to the office of a director at a general meeting by director's nomination, that person being nominated by the directors for election at that meeting.

A summary of Heith Mackay-Cruise's relevant experience is set out below:

Date appointed:	25 November 2015
Qualifications:	Bachelor of Economics
Experience:	Mr Mackay-Cruise was the founding CEO of Sterling Early Education, the global CEO of Study Group and CEO for PBL Media New Zealand. Mr Mackay-Cruise also held senior executive positions with Australia Consolidated Press and worked in sales and marketing roles for PepsiCo around Australia.  Mr Mackay-Cruise is Chair of Hipages Group, Chair of Literacy Planet and Chair of the Vision Australia Foundation. In addition, he is a director of Bailador Technology Investments, Academic Colleges Group in New Zealand and a member of the Adara Partners Advisory Board. Mr Mackay-Cruise is also a fellow of the Australian Institute of Company Directors.

**Directors' recommendation:** Other than Mr Mackay-Cruise, who has a material personal interest in the outcome of Resolution 5, the Directors unanimously recommend that the Shareholders vote in favour of Resolution 5.

## ➤ Annexure “A” to Explanatory Memorandum

The terms and conditions attached to the Incentive Options upon which Shareholders are asked to vote in Resolution 2 are:

1. The first vesting date (Vesting Date) for all Incentive Options is three years after the date they are issued to Matthew Muscio (Issue Date), subject to the satisfaction of the Performance Conditions set out in clause 4 below.
2. The Incentive Options will be cancelled if they have not vested by the first anniversary after the Vesting Date in accordance with clause 5 below or have not been exercised within 5 years after the Issue Date.
3. The Incentive Options will be cancelled if Matthew Muscio ceases to be employed by the Company before the Vesting Date due to:
  - a. resignation;
  - b. dismissal for cause or poor performance; or
  - c. any other circumstances determined by the Board to constitute a “Bad Leaver” for the purposes of the Option Plan.
4. Earnings Per Share (EPS) Gateway Performance Condition

The Board and Remuneration Committee determined to make some changes to the performance conditions (Performance Conditions) of the Incentive Options in financial year 2017 and the terms of the Performance Conditions are set out below.

An Incentive Option will vest and become exercisable to the extent that the following Performance Conditions are satisfied:

- a. The Incentive Options are tested against the EPS Gateway Performance Condition at the Vesting Date and if the Incentive Options do not vest on the Vesting Date due to not meeting the EPS Gateway Performance Condition the Incentive Options lapse and will be cancelled.

EPS Gateway Performance Condition:

Earnings Per Share Performance	% of Incentive Options that vest
Below 7.0% Compound Annual Growth Rate (CAGR)	Nil
Above 7.0% CAGR	100%

#### 5. Relative Total Shareholder Return (TSR) Performance Condition

If the EPS Gateway Performance Condition is met on the vesting date, the Relative TSR Performance Condition is tested.

- a. Relative TSR of the Company will be measured against selected companies with the S&P/ASX Small Ordinaries Industrials Index. The Board may at its discretion adjust the comparator group to take into account events including without limitation takeovers, mergers, delisting's or demergers that occur during the Performance Period.

Relative TSR Performance Condition:

Relative TSR Performance	% of Incentive Options that vest
Relative TSR below 50th percentile of Index*	Nil
Relative TSR above 50th percentile of Index*	100%

- b. If the Incentive Options do not vest on the Vesting Date due to meeting the EPS Gateway Performance Condition but not meeting the Relative TSR Performance Condition, then the Incentive Options will be tested against the Relative TSR Performance Conditions on the first anniversary after the Vesting Date (Second Vesting Date). If the Relative TSR Performance Conditions are not met on the Second Vesting Date, the Incentive Options lapse and will be cancelled.
  - c. If at the Vesting Date (or the Second Vesting Date, as the case may be), the Relative TSR Performance in LifeHealthcare Group Limited is above the 50th percentile of the comparator group, vested options can be exercised.
6. The Incentive Options are subject to the provisions of the LifeHealthcare Group Limited Long Term Incentive Plan Rules.



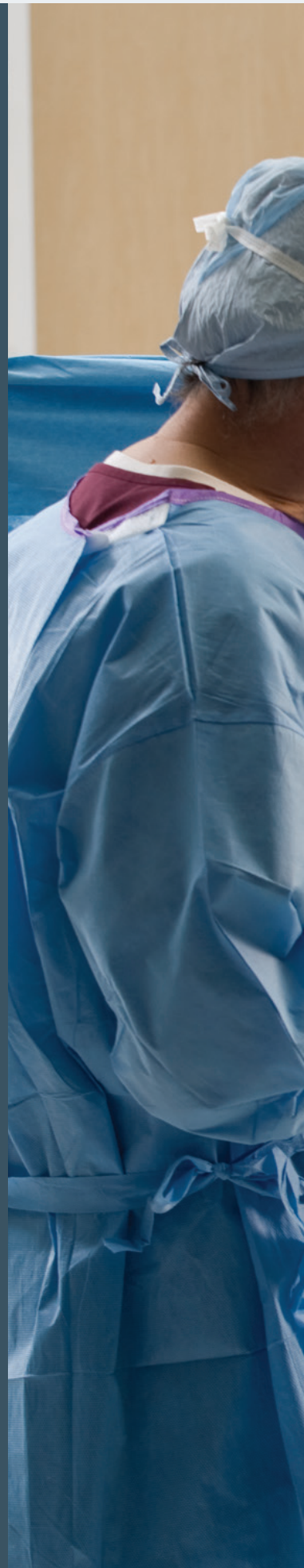
## Glossary

Term	Meaning
<b>\$</b>	means Australian dollars
<b>Accounting Standards</b>	has the meaning given to that term in the Corporations Act
<b>Annual General Meeting</b>	means an annual general meeting of the Company's Shareholders
<b>Annual Report</b>	means the annual report of the Company for the year ended 30 June 2016
<b>AEDT</b>	means Australian eastern daylight savings time
<b>Associate</b>	has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established
<b>ASX</b>	means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited
<b>Auditor</b>	means the Company's auditor from time to time
<b>Auditor's Report</b>	means the report of the Auditor contained in the Annual Report for the year ended 30 June 2016
<b>Board</b>	means the Directors
<b>Chair</b>	means the individual elected to chair any meeting of the Company from time to time
<b>Company</b>	means LifeHealthcare Group Limited ABN 72 166 525 186
<b>Constitution</b>	means the Company's constitution, as amended from time to time
<b>Corporations Act</b>	means Corporations Act 2001 (Cth)
<b>Directors</b>	means the directors of the Company
<b>EPS</b>	<p>EPS to be determined from the Basic EPS calculated at the close of the prior financial year, as declared in the Audited Annual Financial Accounts.</p> <p>EPS is defined as core earnings per share from continuing operations, calculated before specific items, amortisation of intangibles and divested operations</p>
<b>Explanatory Memorandum</b>	means the explanatory memorandum accompanying this Notice
<b>Incentive Option</b>	means an option to acquire a Share under the terms of the Company's Long Term Incentive Plan, and on the further terms set out in Annexure "A"
<b>Key Management Personnel</b>	has the meaning given to that term in the Accounting Standards
<b>Listing Rules</b>	means the ASX Listing Rules
<b>Meeting</b>	means the Annual General Meeting convened by the Notice
<b>Notice</b>	means this Notice of Annual General Meeting
<b>Notice of Meeting</b>	means this Notice of Annual General Meeting
<b>Option</b>	means an option to acquire a Share

## ➤ Glossary

Term	Meaning
<b>Proxy Form</b>	means the proxy form accompanying the Notice
<b>Remuneration Report</b>	means the remuneration report set out in the Annual Report for the year ended 30 June 2016
<b>Resolution</b>	means a resolution contained in the Notice
<b>Restricted Voter</b>	means Key Management Personnel and their Closely Related Parties
<b>Share Registry</b>	means Computershare Investor Services Pty Limited (ABN 48 078 279 277)
<b>Shareholder</b>	means a member of the Company from time to time
<b>Shares</b>	means fully paid ordinary shares in the capital of the Company
<b>Trading Day</b>	means a day determined by ASX to be a trading day in accordance with the Listing Rules








**Lodge your vote:**

 **Online:**  
www.investorvote.com.au

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

LHC  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Proxy Form**

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**Vote and view the annual report online**

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

**Your access information that you will need to vote:**

**Control Number: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 1:00pm (AEDT) on Sunday, 23 October 2016**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions for Postal Forms**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** ➔

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1

#### Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of LifeHealthcare Group Limited hereby appoint



the Chairman  
of the Meeting **OR**



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of LifeHealthcare Group Limited to be held at Level 8, 15 Talavera Rd, North Ryde, NSW 2113 on Tuesday, 25 October 2016 at 1:00pm (AEDT) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 2 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 2 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 2 by marking the appropriate box in step 2 below.

### STEP 2

#### Items of Business



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

##### Ordinary resolutions

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Grant of Incentive Options to Matthew Muscio	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Bill Best as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Donna Staunton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Election of Heith Mackay-Cruise as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date / /