

#### **REGIS HEALTHCARE LIMITED**

ABN 11 125 203 054

Level 2, 615 Dandenong Road Armadale VIC 3143

> t. 03 8573 0444 f. 03 8573 0422 regis@regis.com.au regis.com.au

> > PO Box 373, Armadale VIC 3143

23 September 2016

Dear Shareholder.

It is my pleasure to invite you to the 2016 Annual General Meeting (AGM) of Regis Healthcare Limited (the Company).

The meeting will be held at 10.00 am (AEDT) on Friday 28 October 2016 at the 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 Sylvia Falzon and Ian Roberts as Directors;
- The Company's Remuneration Report; and
- The Company's proposal for renewal of the proportional takeover provisions contained in the Company's Constitution for a further 3 years.

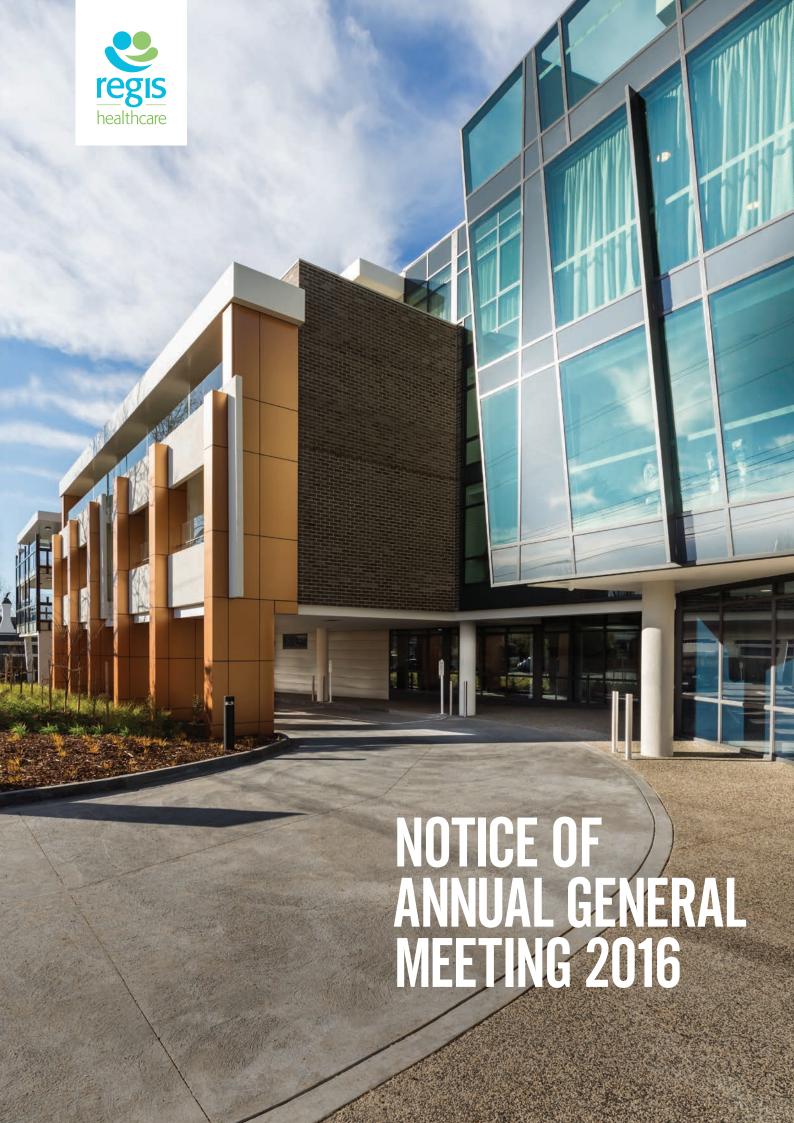
If you choose to attend the meeting, please bring the enclosed proxy form with you to assist with your registration for entry to the AGM.

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 Wednesday 26 October 2016 to be valid for the meeting.

On behalf of my fellow Directors, I look forward to welcoming you to the 2016 Regis Healthcare Limited AGM.

Yours sincerely

Mark Birrell Chairman



# **NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the 2016 Annual General Meeting of Regis Healthcare Limited (**Regis** or the **Company**) will be held at the RACV City Club, Bayside Rooms 5 and 6, Level 2, 501 Bourke Street, Melbourne 3000, on Friday 28 October 2016 at 10:00am (AEDT).

## **Agenda Items**

#### 1 Annual 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 2016.

#### 2 Re-election of Directors

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

- 2.1 That Sylvia Falzon, being eligible, be re-elected as a Director of the Company.
- 2.2 That Ian Roberts, 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 2016 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 Renewal of proportional takeover approval provision

To consider and, if thought fit, pass the following resolution as a special resolution:

That the proportional takeover provisions contained in Rule 6 of the Company's constitution be renewed for a further 3 years with effect from the date of the meeting.

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

By Order of the Board.

Date: 23 September 2016

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 Wednesday 26 October 2016 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 2016 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 even though resolution 3 is connected with the remuneration of the Company's KMP.

#### 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.

#### 5 Proxy form

A proxy form accompanies this Notice and to be effective must be received no later than 10:00 am (AEDT) on Wednesday 26 October 2016 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

#### 6 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 2001* (Cth). The representative should bring to the meeting evidence of their appointment, including any authority under which it has been signed, unless it has previously been given to the Company.

#### 7 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 Wednesday 26 October 2016.

#### 8 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 Auditor's Report for the year ended 30 June 2016 or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2016.

Relevant written questions for the Auditor must be received by the Company by no later than 5:00 pm (AEDT) on Friday 21 October 2016. Please send any written questions to:

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

A list of written questions received 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 2001 (Cth) 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 2016,

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 Sylvia Falzon

Sylvia has extensive experience in the financial services industry with a career spanning more than 28 years. She has held senior executive positions responsible for funds management businesses both domestically and internationally — including roles as Head of Business Development at Aviva Investors Australia, an equity partner at Alpha Investment Management and Chief Manager International Sales & Service at AXA Investment Management (formerly National Mutual Funds Management).

She is a non-executive director of Perpetual Limited, SAI Global Limited, Museums Board of Victoria and Cabrini Health Limited.

Sylvia holds a Masters in Industrial Relations and Human Resource Management (Hons) from the University of Sydney and a Bachelor of Business from the University of Western Sydney. She is a senior fellow of the Financial Services Institute of Australasia and also holds a graduate diploma from the Australian Institute of Company Directors.

Currently, Sylvia is the Chairman of Regis Healthcare's Remuneration and Nomination Committee, and is a member of the Audit, Risk and Compliance Committee. She has been a Director of Regis since 2014.

The Board considers Sylvia to be independent.

#### Recommendation

The Board (with Sylvia Falzon abstaining) recommends that shareholders vote **in favour** of resolution 2.1

#### 2.2 Re-election of lan Roberts

lan has over 30 years' experience in the real estate sector including 20 years in residential aged care. He currently holds non-executive directorships in several property and property services enterprises. Prior to co-leading the Regis journey, lan was involved in property development (sub divisional and commercial) in South East Queensland.

As a founding shareholder and Director of Regis (Executive Director prior to 2008), lan headed up the property division and oversaw the development and implementation of the strategy that saw the business growing in excess of 4,500 beds nationally.

lan holds a Bachelor of Science (Surveying) from the Royal Melbourne Institute of Technology.

Currently, lan is a member of the Remuneration and Nomination Committee. He has been a Director of Regis since 2007.

As lan 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 Board considers that he adds significant value as a Director.

#### Recommendation

The Board (with lan Roberts abstaining) recommends that the 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 38 to 53 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 2016.

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 the remuneration policy for future years.

#### Recommendation

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

## 4 Renewal of proportional takeover approval provisions

The Company's constitution currently contains provisions dealing with proportional takeover bids for the Company's shares in accordance with the Corporations Act. The provisions, which are contained in Rule 6 of the constitution, are designed to assist shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company.

Under the Corporations Act, these provisions must be renewed every three years or they will cease to have effect. The current provisions will automatically cease to have effect after 18 September 2017 unless renewed by the proposed special resolution. These provisions must be renewed at this Annual General Meeting in order to apply to any future proportional takeover offers made after 18 September 2017.

If these provisions are renewed by shareholders at the meeting, they will be in exactly the same terms as the existing provisions and will operate for three years.

A copy of the Company's current constitution is available on the Company's website at http://www.regis.com.au/site/wp-content/uploads/2016/04/Regis-Healthcare-Constitution.pdf

#### **Statement under the Corporations Act**

The Corporations Act requires that the following information be provided to shareholders when they are considering the inclusion of proportional takeover provisions in a constitution.

#### **Effect**

A proportional takeover offer is where an offer is made to each shareholder for a proportion of that shareholder's shares, and not for the shareholder's entire shareholding.

The current provisions of the constitution state that, if a proportional takeover bid is made, the Directors must ensure that shareholders vote on a resolution to approve the bid more than 14 days before the bid period closes (or such later date as is approved by the Australian Securities and Investments Commission).

The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote, but the bidder and its associates are not allowed to vote.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's constitution.

The Directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on. However, if the resolution is not voted on, the bid will be taken to have been approved.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for 3 years after approval. The provisions may be renewed, but only by a special resolution.

#### Reasons for renewing the provisions

If the proportional takeover approval provision is not in the constitution, a proportional takeover bid may enable control of the Company to pass without shareholders having the opportunity to sell all of their shares to the bidder. Shareholders may therefore be exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their shares. The proposed proportional takeover provisions decrease this risk because they allow shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

#### Review of proportional takeover provisions

While proportional takeover approval provisions have previously been in force under the Company's constitution, there have been no full or proportional takeover bids for the Company. Therefore, there is no example against which to review the advantages or disadvantages of the provisions for the Directors and the shareholders.

#### Potential advantages and disadvantages

The Directors consider that the renewal of the proportional takeover approval provisions has no potential advantages or disadvantages for them. They remain free to make a recommendation as to whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover approval provisions for shareholders of the Company are:

- shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- the provisions may help shareholders avoid being locked in as a minority;
- the bargaining power of shareholders is increased (this may help ensure that any partial offer is adequately priced); and
- knowing the view of the majority of shareholders may help each individual shareholder assess the likely outcome of the proportional takeover bid and to decide whether to accept or reject that offer.

The potential disadvantages for shareholders of the Company include:

- proportional takeover bids for shares in the Company may be discouraged;
- shareholders may lose an opportunity of selling some of their shares at a premium; and
- the chance of a proportional takeover bid being successful may be reduced.

The Board considers that the potential advantages for shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

#### No knowledge of any acquisition proposals

At the date of this Notice of Meeting, no Director is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

#### Recommendation

The Board recommends that shareholders vote in favour of the renewal of the proportional takeover approval provisions in the Company's constitution.

#### 5 How to get to the Annual General Meeting

**Location**: RACV City Club

Bayside Rooms 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.





#### **Regis Healthcare Limited**

ABN 11 125 203 054

#### **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 1A Homebush Bay Drive, Rhodes NSW 2138; or Level 12, 680 George Street, Sydney NSW 2000



**ALL ENQUIRIES TO** 

Telephone: +61 1300 554 474



X9999999999

### **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 (AEDT) on Friday, 28 October 2016 at Level 2, Bayside Rooms 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  $\boxtimes$ 

# Resolutions 2.1 Re-election of Sylvia Falzon as a Director 2.2 Re-election of lan Roberts as a Director 3 Adoption of the Remuneration Report 4 Renewal of proportional takeover approval provision

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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 (AEDT) on Wednesday, 26 October 2016,** 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\*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12 680 George Street Sydney NSW 2000

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