

CAPITOLHEALTH

L I M I T E D
ABN 84 117 391 812

NOTICE OF ANNUAL GENERAL MEETING

Venue: Moonee Ponds Bowling Club
Queens Park,
Mt Alexander Rd
Moonee Ponds VIC 3039

Date: Thursday, 24th November 2016

Time: 12:00 p.m. (EDST)

The Annual Report is now available on the Company's website at www.capitolhealth.com.au.

This is an important document. If you are in any doubt as to how to act, you should consult your financial or legal adviser as soon as possible.

Notice is hereby given that the Annual General Meeting of Capitol Health Limited (**Company**) will be held at:

Venue: Moonee Ponds Bowling Club
Queens Park,
Mt Alexander Rd
Moonee Ponds VIC 3039

Date: Thursday 24th November 2016

Time: 12:00 p.m. (EDST)

This Notice of Meeting (**Notice**) should be read in conjunction with the accompanying Explanatory Statement.

Agenda

Financial and Other Reports – Year Ended 30 June 2016 (no resolution required)

To receive and consider the financial report and the reports of the Directors and of the Auditor for the financial year ended 30 June 2016.

Resolution 1 – Adoption of Remuneration Report

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

“That the Remuneration Report of the Company (as contained in the Directors’ Report) for the year ended 30 June 2016 be adopted.”

Voting Prohibition Statement: The Company will disregard any votes cast on Resolution 1 by or on behalf of the Company’s key management personnel (including the Directors), details of whose remuneration are included in the Remuneration Report (“KMP”) or their closely related parties, whether as a securityholder or as a proxy. However, a vote may be cast on Resolution 1 by a KMP, or a closely related party of a KMP, if:

- the vote is cast as a proxy;
- the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on the Resolution; or
- the voter is the chair of the Meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the Resolution; and
 - expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Resolution 2 – Re-election of Mr Andrew Demetriou as Director

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

“That Mr Andrew Demetriou, who retires by rotation in accordance with clause 13.2 of the Company’s Constitution, and who offers himself for re-election, is re-elected as a Director.”

Resolution 3 – Election of Ms Nicole Sheffield as Director

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

“That pursuant to Clause 13.4 of the Company’s Constitution, Ms Nicole Sheffield who was appointed by the Board as a Director since the last annual general meeting of the Company and who retires and offers herself for election, is re-elected as a Director.”

Resolution 4 – Approval of 10% Placement Facility

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

“That, for the purpose of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) to be calculated in accordance with the

formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 4 by any person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However, the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by a person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Explanatory Statement

The Explanatory Statement is incorporated in and comprises part of this Notice. Shareholders are referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice and the Explanatory Statement.

Proxies

If you are unable or do not wish to attend the Meeting, you may appoint a proxy to attend and vote on your behalf. A proxy need not be a Shareholder.

If a Shareholder is entitled to two or more votes they may appoint two proxies and may specify the number or percentage of votes each proxy is appointed to exercise. If no such number or percentage is specified, each proxy may exercise half the Shareholder’s votes.

If you appoint a body corporate as your proxy, the body corporate will need to appoint an individual as its corporate representative to exercise its powers at the meetings and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the meeting.

Shareholders are able to lodge proxies by electronic means, by facsimile, or by mail.

If Shareholders wish to lodge their proxies by electronic means, they should do so through the Company’s Registry website (www.investorvote.com.au). Alternatively, Shareholders may complete the enclosed proxy form and return it by facsimile or by mail.

To be valid, the appointment of a proxy must be received at least 48 hours prior to the Meeting. The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

Voting Entitlements

For the purposes of section 1074E(2) of the Corporations Act 2001 and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members holding ordinary shares as set out in the Company’s share register at 12:00 p.m. (EDST) on Tuesday 22nd November 2016 will be entitled to attend and vote at the Annual General Meeting.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company’s representative. The authority may be sent to the Company in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

BY ORDER OF THE BOARD:



Jennifer Currie
Company Secretary
21 October 2016

Explanatory Statement

This Explanatory Statement has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of Capitol Health Limited.

The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions.

Financial Statements and Report

Under the Corporations Act, the Directors of the Company must table the Financial Report, the Directors' Report and the Auditor's Report for Capitol Health for the year ended 30 June 2016 at the meeting.

These reports are set out in the 2016 Annual Report. Shareholders who elected to receive a printed copy of annual reports should have received the 2016 Annual Report with this Notice of Annual General Meeting. In accordance with section 314 (1AA)(c) of the Corporations Act, the Company advises the 2016 Annual Report is available from the Company's website (www.capitolhealth.com.au).

Shareholders will be given reasonable opportunity at the Meeting to ask questions and make comments on the Financial Report, the Directors' Report and the Auditor's Report.

Resolution 1 – Adoption of Remuneration Report

General

The Directors' Report for the period ended 30 June 2016 contains a Remuneration Report which sets out the policy for the remuneration of Directors and executives of the Company. In accordance with Section 250R(2) of the Corporations Act the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's 2016 Annual Report.

Voting consequences

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. However, under the Corporations Act, if at least 25% of the votes cast on the resolution at the 2016 Annual General Meeting are against adoption of the Remuneration Report, then:

- the Company's remuneration report for the financial year ending 30 June 2017 will be required to include an explanation of the Board's proposed action in response to this negative vote or, if no action is proposed, the Board's reasons for this; and
- if, at the Company's 2017 annual general meeting, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report for the financial year ending 30 June 2017 are also against its adoption, then at that same 2017 annual general meeting the Company will be required to put to Shareholders a resolution proposing that a general meeting ("Spill Meeting") be called (within the following 90 days) to consider the election of Directors of the Company ("Spill Resolution"). For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Meeting is convened, all of the current Directors (other than any Managing Director) will cease to hold office immediately before the end of the Spill Meeting and the shareholders then vote at that meeting on the persons to be elected or re-elected as Directors.

At the Company's 2015 annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%.

Proxy voting restrictions

A vote must not be cast (in any capacity) on Resolution 1 by or on behalf of the Company's key management personnel (including the Directors), details of whose remuneration are included in the Remuneration Report ("KMP") or their closely related parties, whether as a Shareholder or as a proxy.

However, a vote may be cast on Resolution 1 by a KMP, or a closely related party of a KMP, if:

- the vote is cast as a proxy;
- appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- appointed by a person who is not also a KMP or a closely related party of a KMP; or
- the KMP is the chair of the Meeting casting the vote as a proxy and their appointment expressly authorises the chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Voting intention

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.

Resolution 2 – Re-election of Mr Andrew Demetriou as a Director

Clause 13.2 of the Constitution requires that at every annual general meeting, one third of the Directors must retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

Mr Demetriou retires by rotation and seeks re-election.

Mr Demetriou, aged 55, was Chief Executive Officer of the Australian Football League from 2003 until June 2014, and has been the Managing Director of the Ruthin Group (of which he remains a board member). Andrew has also served as Non-Executive Chairman of the Baxter Group, and is a former Chairman of the Australian Multicultural Advisory Council.

Mr Demetriou is a Director of Crown Resorts Limited (ASX:CWN), a Non-Executive Chairman of Career One, Chairman of the sports marketing firm Bastion Group and is a Non-Executive Director of Crown Bet Pty Ltd.

Board Recommendation

The Board (other than Mr Demetriou) recommends Shareholders vote in favour of Resolution 2.

Voting Intention

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.

Resolution 3 – Election of Ms Nicole Sheffield as a Director

Clause 13.4 of the Constitution states that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Directors appointed under Clause 13.4 hold office until the next following general meeting of the Company and are eligible for re-election at that meeting.

Ms Sheffield was appointed as a Director of Capitol Health Ltd on 23 December 2015 as an addition to the existing Directors. In accordance with Clause 13.4 of the Constitution, Ms Sheffield offers herself for re-election as a Director.

Ms Sheffield is the Managing Director of News Digital Networks Australia (DNA), a wholly owned business unit of News Corp Australia, which along with the digital masthead sites includes the brands Taste.com.au, Donna Hay, Vogue, GQ, Body+Soul, Kidspot.com.au and News.com.au. Ms Sheffield is responsible for identifying high growth digital opportunities, designing appropriate business strategies and aligning digital networks to achieve success.

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Her previous experience includes General Manager of Foxtel's LifeStyle Channels Group, senior executive roles at Seven West Media's Pacific Magazines and management roles in the multimedia division of Telstra. Ms Sheffield is a Director and Chair of Marketing and Communications of Chief Executive Women (CEW) and also the Interactive Advertising Bureau Australia Limited. She has a Masters of Business (UTS) and a Bachelor of Arts/Bachelor of Laws (Macquarie University).

Board Recommendation

The Board (other than Ms Sheffield) recommends shareholders vote in favour of Resolution 3.

Voting Intention

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.

Resolution 4 – Approval of 10% Placement Facility

Resolution 4 seeks shareholder approval in accordance with Listing Rule 7.1A, which enables eligible entities to issue Equity Securities of up to 10% of their issued share capital (**10% Placement Facility**) through placements over a 12 month period upon approval at an annual general meeting. The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1. This Resolution 4 seeks approval to allow the Board the flexibility to issue additional Shares if it so decided. The Board may decide not to issue any Shares pursuant to this Resolution 4.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that:

- (a) is not included in the S&P/ ASX 300 Index; and
- (b) has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on deferred settlement basis).

The Company is an eligible entity.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one (1) class of Equity Securities on issue, being the Shares (ASX Code: CAJ).

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2. Further information on the formula is set out below.

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period (defined below) without using the Company's 15% placement capacity under Listing Rule 7.1. Shareholder approval of the 10% Placement Facility is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; and
- (b) the date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to that nature of scale of activities) or Listing Rule 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that an eligible entity which has obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 10% Placement Period, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

- A is the number of fully paid shares on issue 12 months before the date of issue or agreement:
 - plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
 - plus the number of partly paid shares that became fully paid in the 12 months;
 - plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4.;
 - less the number of fully paid shares cancelled in the 12 months.
- D is 10%.
- E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

Minimum Issue Price

The issue price of Equity Securities under Listing Rule 7.1A must be no lower than 75% of the volume weighted average price (VWAP) of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

Specific Information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility:

- (a) if the Equity Securities are issued, it will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:
 - i. the date on which the price at which the Equity Securities are to be issued is agreed; or
 - ii. if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) if Resolution 4 is approved by shareholders and the Company issued Equity Securities under the 10% Placement Facility, the existing shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:
 - i. the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - ii. the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below is included for illustrative purposes and shows the potential dilution of existing shareholders on the basis of the market price of Shares as at 28 September 2016 and the current number of Equity Securities for variable 'A' (above) calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- i. two examples where 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of Equity Securities the Company has on issue as at the date of this Notice. The number of Equity Securities on issue may increase as a result of issues of Equity Securities that do not require shareholder approval (e.g. a pro rata entitlement issue) or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting; and
- ii. two examples of where the issue price of Equity Securities has decreased by 50% and increased by 100% against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		Issue Price of 6.5 cents (half the current market price)	Issue Price of 13.0 cents (current market price)	Issue Price of 26.0 cents (double the current market price)
Current Variable A 523,070,161 Shares		52,307,016 Shares issued (10% dilution)		
	<i>Funds raised</i>	\$3,399,956.05	\$6,799,912.09	\$13,599,824
50% increase in current Variable A 784,605,241 Shares*		78,460,524 Shares issued (10% dilution)		
	<i>Funds raised</i>	\$5,099,934	\$10,199,868	\$20,399,736
100% increase in current Variable A 1,046,140,322 Shares*		104,614,032 Shares issued (10% dilution)		
	<i>Funds raised</i>	\$6,799,912	\$13,599,824	\$27,199,648

* The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1

The table has been prepared on the following assumptions:

- i. There are currently 523,070,161 Shares on issue as at the date of this Notice of Meeting.
- ii. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- iii. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issues. This is why the voting dilution is shown in each example as 10%.
- iv. This table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 10% Placement Facility, based on that shareholder's holding at the date of the Meeting.
- v. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- vi. The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- vii. The issue price is 13 cents, being the closing price of Shares on ASX on 28 September 2016.

Shareholders should note that there is a risk that:

- i. the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
 - ii. the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 4 for the issue of Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to that nature of scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- i. non-cash consideration for the acquisition of new assets or investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - ii. cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such an acquisition).
- The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 and 3.10.5A upon issue of any Equity Securities.
- (e) The Company's allocation policy will be dependent on the purpose of the proposed issue and the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The identity of the allottees of Equity Securities, where the issue is made for cash consideration, will be determined on a case-by-case basis having regard to, but not limited to, the following factors:

- i. the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- ii. the effect of the issue of the Equity Securities on the control of the Company;
- iii. the financial situation and solvency of the Company; and
- iv. advice from corporate, financial and broking advisors (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

- (f) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing shareholder or security holder or identifiable class of existing security holder to participate in the issue of the Equity Securities. Accordingly, no existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Board recommendation

The Board recommends Shareholders vote in favour of Resolution 4.

Voting intention

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

Glossary

Annual General Meeting or **Meeting** means the 2016 annual general meeting convened by the Notice.

ASX means ASX Limited (ACN 008 624 691).

ASIC means the Australian Securities & Investments Commission.

Board means the board of directors of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations.

Company or **Capitol Health** means Capitol Health Limited (ACN 117 391 812).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a current director of the Company.

EDST means Eastern Daylight Savings Time.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel means those persons details of whose remuneration are included in the Remuneration Report having the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (executive or otherwise), as defined in the Corporations Act.

Listing Rules means the official listing rules of ASX.

Notice means this notice of the 2016 Annual General Meeting

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2016.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a member of the Company, as defined in the Constitution of the Company.

CAPITOLHEALTH LIMITED

ABN 84 117 391 812

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 653 342
(outside Australia) +61 3 9946 4404

Proxy Form

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Vote and view the annual report online

- Go to 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: 189015

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 12:00pm (EDST) Tuesday, 22 November 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 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 →**

☐

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.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Capitol Health 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 Capitol Health Limited to be held at Moonee Ponds Bowling Club, Queens Park, Mt Alexander Rd, Moonee Ponds, Victoria on Thursday, 24 November 2016 at 12:00pm (EDST) 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is 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 Resolution 1 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.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Andrew Demetriou as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Ms Nicole Sheffield as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% Placement Facility	<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 / /
