



5 September 2018

NZX Limited
Level 1, NZX Centre
11 Cable Street
Wellington

NOTICE PURSUANT TO CLAUSE 20(1)(a) OF SCHEDULE 8 TO THE FINANCIAL MARKETS CONDUCT REGULATION 2014

1. Further to the announcements released by Oceania Healthcare Limited ("**OCA**") prior to this notice, Oceania Healthcare Holdings Limited ("**OHHL**") intends to undertake a sale of up to 95,000,000 ordinary shares in OCA ("**Offer**").
2. The Offer is being made to investors in reliance upon the exclusion in clause 19 of schedule 1 to the Financial Markets Conduct Act 2013 ("**Act**") and without disclosure under Part 6D.2 of the Australian *Corporations Act 2001* (Cth) ("**Corporations Act**").
3. This notice is provided under sub-clause 20(1)(a) of schedule 8 to the Financial Markets Conduct Regulations 2014 ("**Regulations**"), and under paragraph 708A(12J) of the Corporations Act as notionally inserted by ASIC Instrument 18-0760.
4. As at the date of this notice, OCA is in compliance with the continuous disclosure obligations that apply to it in relation to the ordinary shares in OCA.
5. As at the date of this notice, OCA is in compliance with its financial reporting obligations (as defined in subclause 20(5) of schedule 8 to the Regulations).
6. As at the date of this notice, there is no information that is "excluded information" as defined in subclause 20(5) of schedule 8 to the Regulations.
7. The potential effect that the Offer and acquisition of shares will have on the "control" (within the meaning of clause 48 of schedule 1 to the Act) of OCA and the consequences of those effects are as follows:
 - (a) As at the date of this notice, OHHL "controls" OCA (within the meaning of clause 48 of schedule 1 to the FMCA). Following settlement of the Offer, OHHL will cease to control OCA.
 - (b) OCA will cease to have a shareholder that controls the appointment of any directors to the board of directors of OCA.

8. As at the date of the notice, OHL has complied with its obligations under rule 1.15.2 of the listing rules of ASX Limited.

This notice is provided by each of Oceania Healthcare Limited and Oceania Healthcare Holdings Limited.

On behalf of
Oceania Healthcare Limited

A handwritten signature in black ink, appearing to read 'Liz Coutts'.

Liz Coutts, Director

On behalf of
Oceania Healthcare Holdings Limited

A handwritten signature in black ink, appearing to read 'Patrick McCawe'.

Patrick McCawe, Director