

Annual Shareholders' Meeting 2018

Important Notice

This presentation is given on behalf of Orion Health Group Limited (“OHE”). Information in this presentation:

- is current at the date of this presentation;
- is for general information purposes only, and is not an offer, proposal or invitation for subscription, purchase, a recommendation of securities in OHE or investment advice;
- should be read in conjunction with, and is subject to, OHE’s market releases, and information published on OHE’s website www.orionhealth.com;
- includes forward-looking statements about OHE and the environment in which OHE operates, which are subject to uncertainties and contingencies outside of OHE’s control - OHE’s actual results or performance may differ materially from these statements. Forward-looking statements generally may be identified by the use of forward-looking words such as ‘aim’, ‘anticipate’, ‘believe’, ‘estimate’, ‘expect’, ‘forecast’, ‘foresee’, ‘future’, ‘intend’, ‘likely’, ‘may’, ‘planned’, ‘potential’, ‘should’, or other similar words. Neither OHE nor any other person gives any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements will actually occur. You are cautioned against relying on any such forward-looking statements;

- includes statements relating to past performance, which should not be regarded as a reliable indicator of future performance; and
- may contain information from third parties believed to be reliable, however, no representations or warranties are made as to the accuracy or completeness of such information.

All currency amounts are in NZD unless otherwise stated. Due to rounding, the numbers presented throughout this presentation may not add up precisely to the totals presented. Percentages may not precisely reflect the presented figures as these are based on unrounded numbers.

OHE results are reported under NZ IFRS. This announcement includes non-GAAP financial measures which are not prepared in accordance with NZ IFRS. The constant currency analysis is non-confirming financial information, as defined by the Financial Markets Authority, and has been provided to assist users of financial information to better understand and assess OHE’s financial performance without the impacts of spot foreign currency fluctuations.

This presentation is not an offer of financial products and the provision of this presentation to any person does not constitute, and may not be used for the purposes of, an offer of financial products or interests of any kind to that person or an invitation to any person to apply for the issue of financial products or interests of any kind.

Agenda

Chairman's address

Andrew Ferrier | Chairman

04

Business update

Ian McCrae | CEO

13

Financial overview

Mark Tisdal | CFO

15

Governance update

Andrew Ferrier | Chairman

24

Resolutions

27

General Business Q&A

31



Chairman's address

Andrew Ferrier
Chairman

Completing the strategic review

Assessed business as part of strategic review

- Future operating structure of the global business



Preparing the business for future success

- Restructured into core solutions - Rhapsody, Population Health and Hospitals



Building a competitive and sustainable business

- Operating as three businesses
- Closer to customers



- Delivered cost efficiencies



- Operational rigor and focus



- Shareholder value

- Strong interest from global investors



- Hg Transaction to accelerate growth of Rhapsody and support Population Health
- Share Buyback offers choice to Shareholders

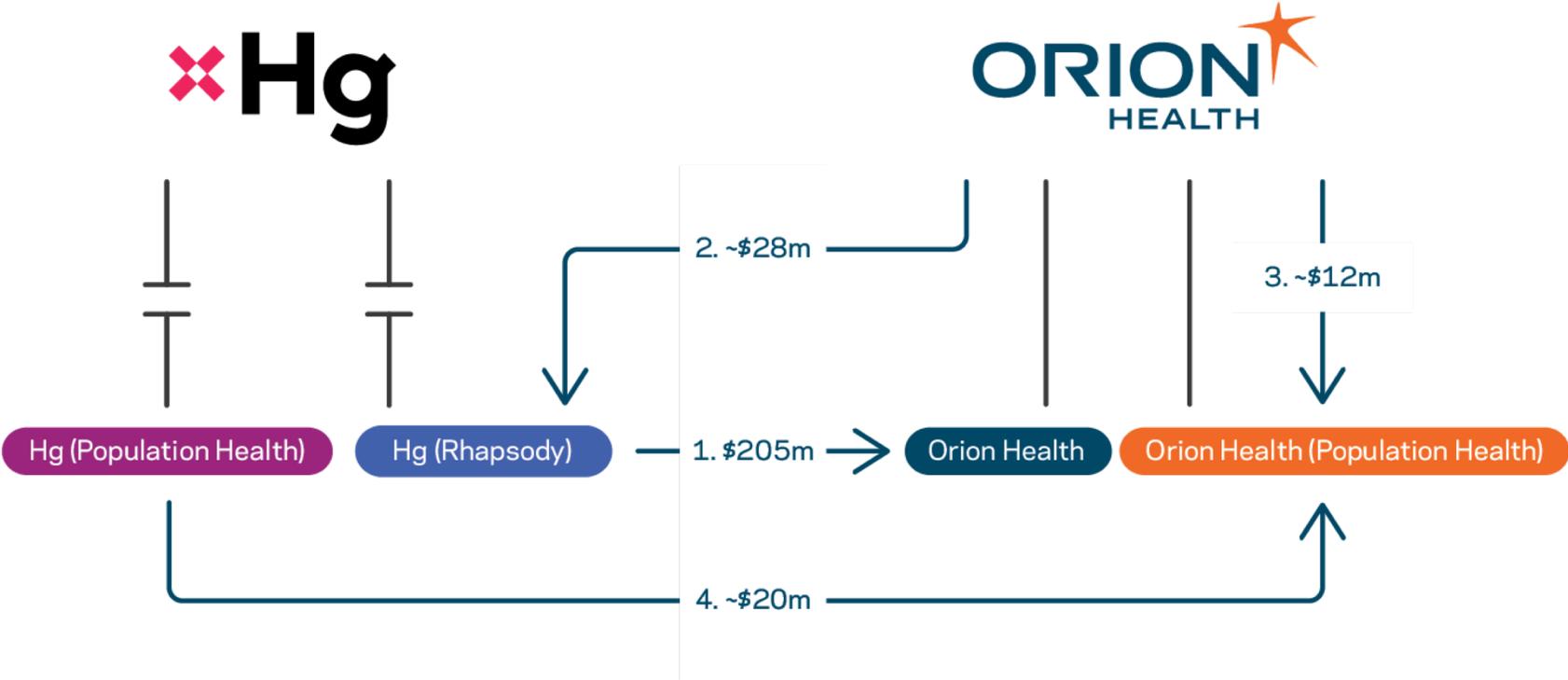
A win-win global partnership

- Hg is a specialist technology investor with deep healthcare expertise
- Injects capital and taps global connections
- Retain highly skilled talent, jobs remain in New Zealand



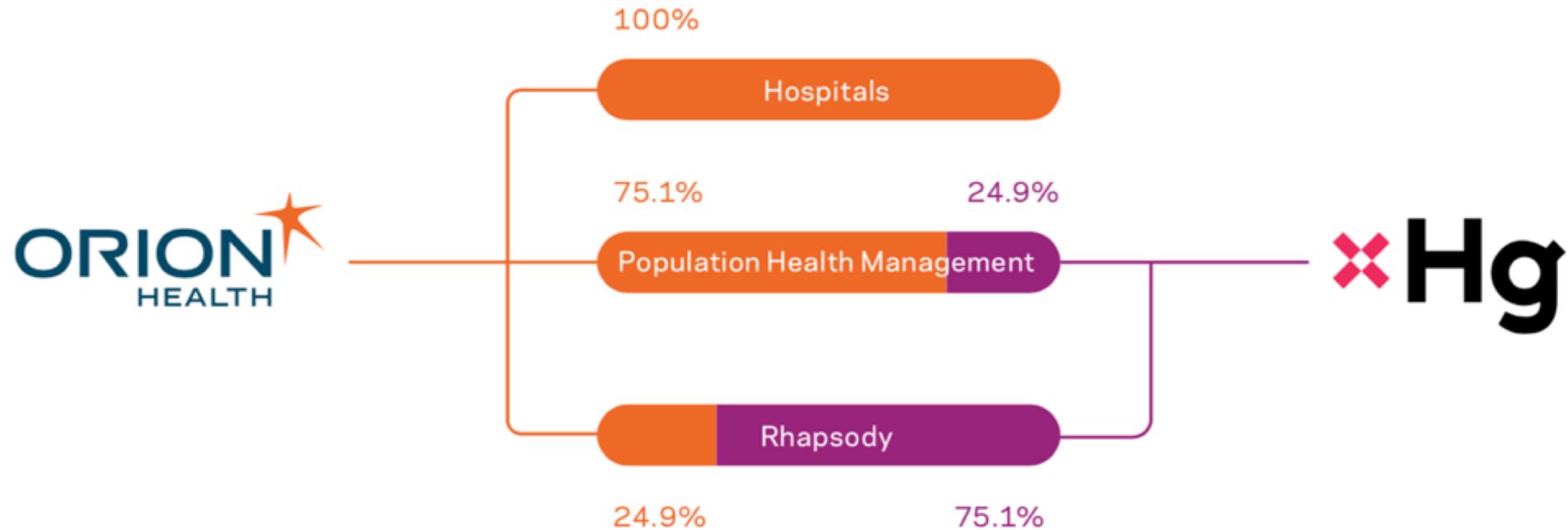
The Board and I believe Hg is the right partner to accelerate the expansion of Rhapsody and support our vision for Population Health.

Hg Transaction



- 1. Hg (Rhapsody) acquires Rhapsody from Orion Health for \$205 million.
- 2. Orion Health applies ~\$28 million of the proceeds to subscribe for a 24.9% stake in Hg (Rhapsody).
- 3. Orion Health invests ~\$12 million of the proceeds in Orion Health (Population Health).
- 4. Hg (Population Health) subscribes for a 24.9% stake in Orion Health (Population Health) for ~\$20 million.

After the Proposed Transactions



Closing conditions of the Hg Transaction

Including:

- Approval of both the Hg Transaction and Share Buyback by Shareholders
- Hg obtaining Overseas Investment Office approval, required under the Overseas Investment Act 2005
- Transfer consents being received from certain Rhapsody customers
- Acceptance of the planned separation of the Population Health and Hospitals businesses

Share Buyback

- Share Buyback estimated at price range of \$1.16-\$1.26 per Share
- McCrae Ltd confirms intention to vote all of its Shares – approx. 50% of total Orion Health Shares on issue – in favour of the Hg Transaction



We believe that providing the option to cash-out at a substantial premium, as well as the opportunity to maintain an ongoing investment is in the best interests of Shareholders.

Board of Directors' recommendation

The Board supports fully the Proposed Transactions and unanimously recommends that Shareholders vote in favour of the Hg Transaction and the Share Buyback.

De-listing on the ASX

Business update

Ian McCrae
Founder & CEO



Our next chapter



1993

2018

Financial overview



Mark Tisdel
Chief Financial Officer

FY 2018

Financial summary

OPERATING REVENUE

\$170m

Inline with previous announcement

OPERATING LOSS

(\$40m)

RECURRING REVENUE

50%

% of operating revenue

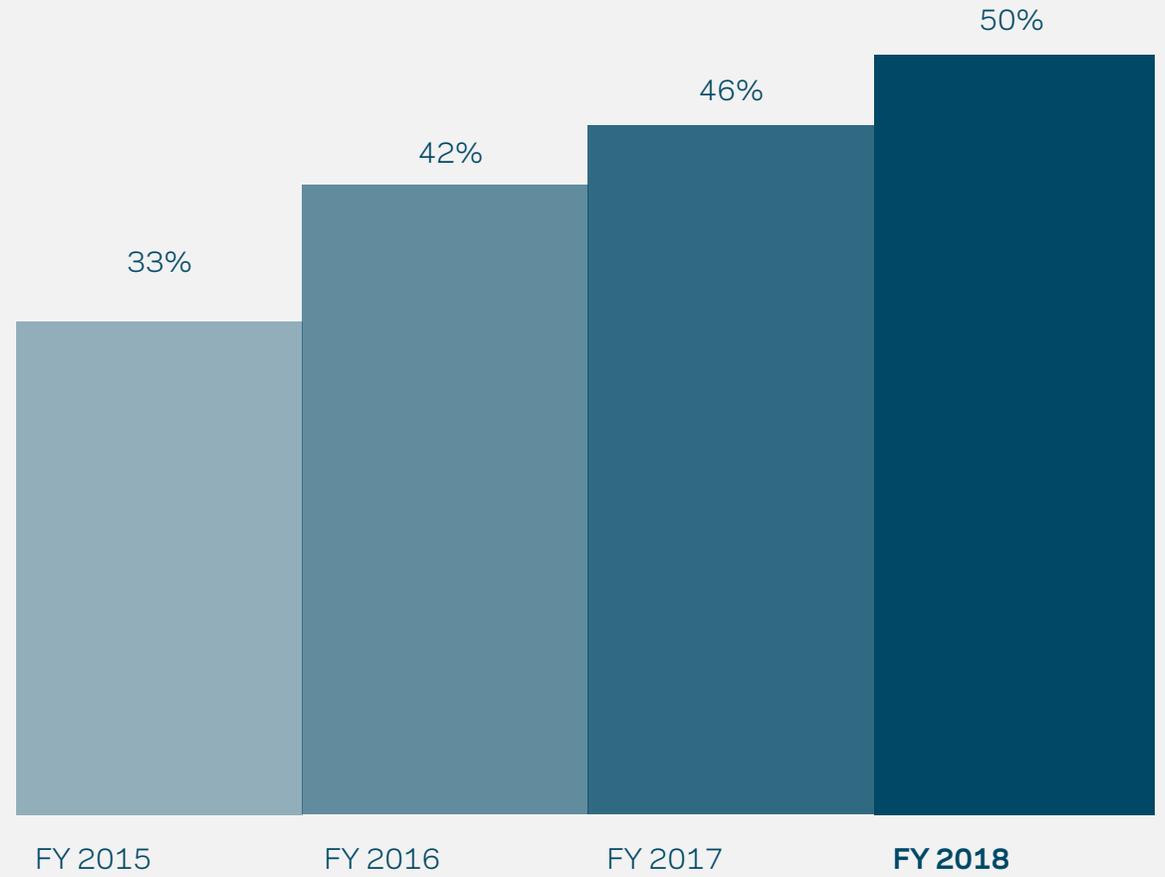
ACCOUNTS RECEIVABLE

\$71m

An all time high

50%

Annualised recurring
revenue as a percentage
of operating revenue



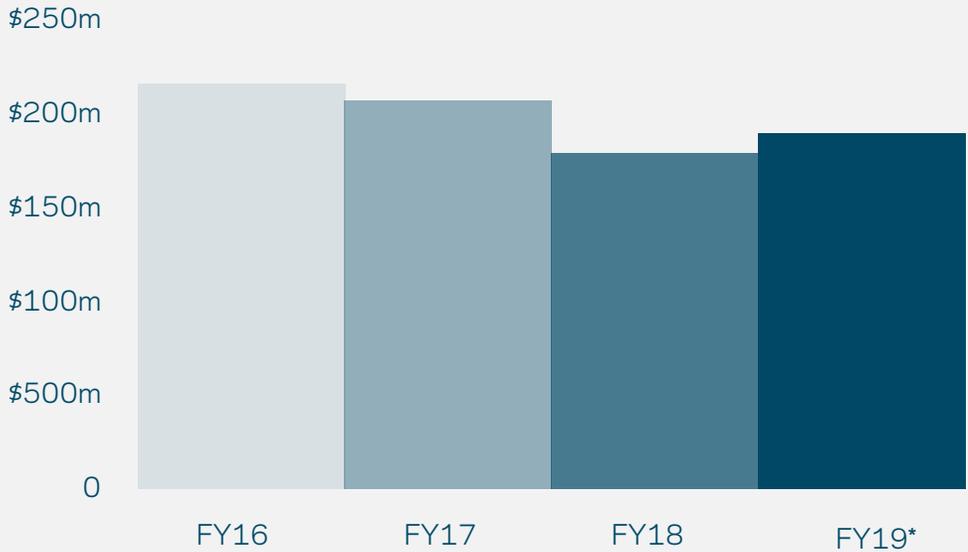
Pro forma financial summary of three businesses

- Derived from GAAP financial statements of the Group for the fiscal years 2016-2018.
- Results of the three businesses based on assumptions relating to the allocation of shared costs.

Except where expressly identified as having been extracted from GAAP financial statements, the contents of the pro forma financial information constitutes non-GAAP financial information. It has been provided to assist Shareholders to better understand the financial impact of the Hg Transaction and Share Buyback.

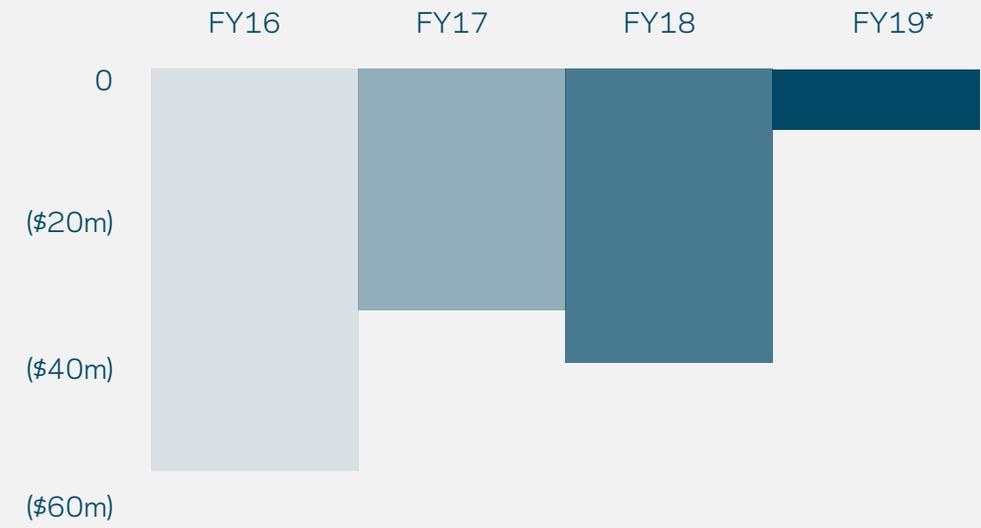
Orion Health Group

Revenue 2016-2019



*FY19 Forecast only

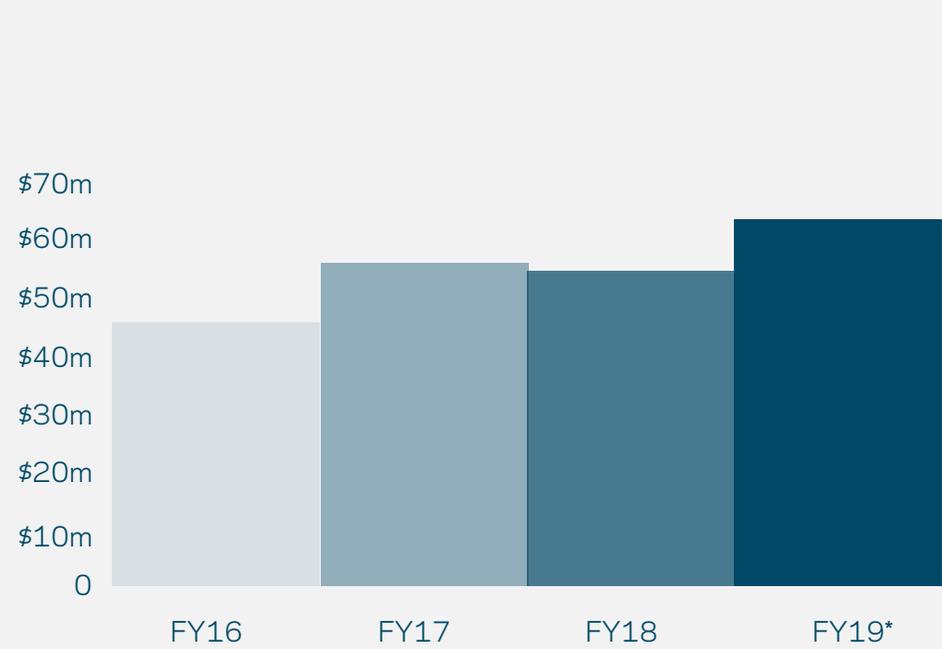
EBIT 2016-2019



*FY19 Forecast only

Rhapsody

Revenue 2016-2019



*FY19 Forecast only

EBIT 2016-2019



*FY19 Forecast only

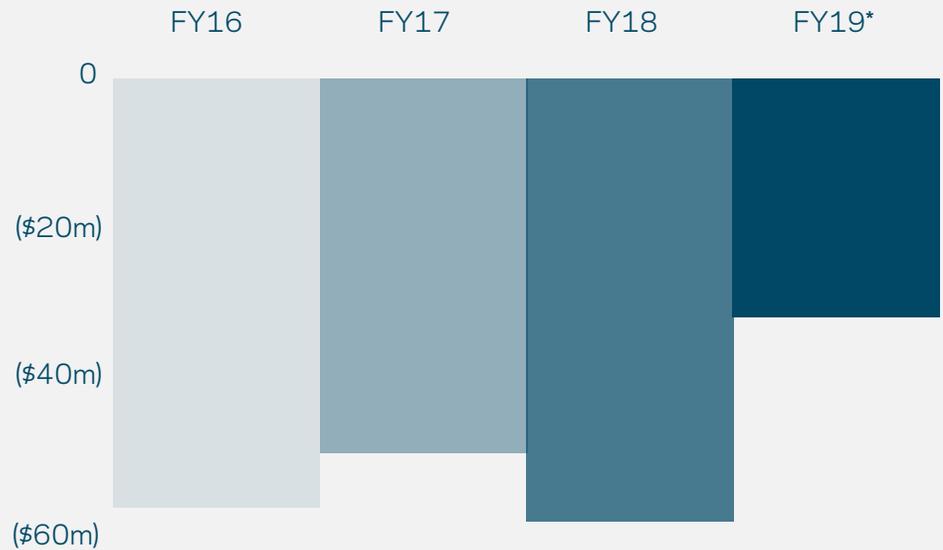
Population Health Management

Revenue 2016-2019



*FY19 Forecast only

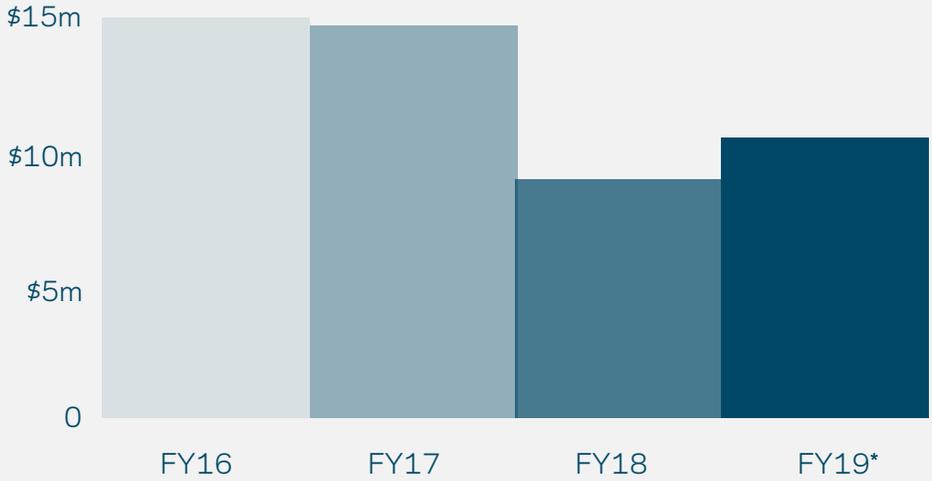
EBIT 2016-2019



*FY19 Forecast only

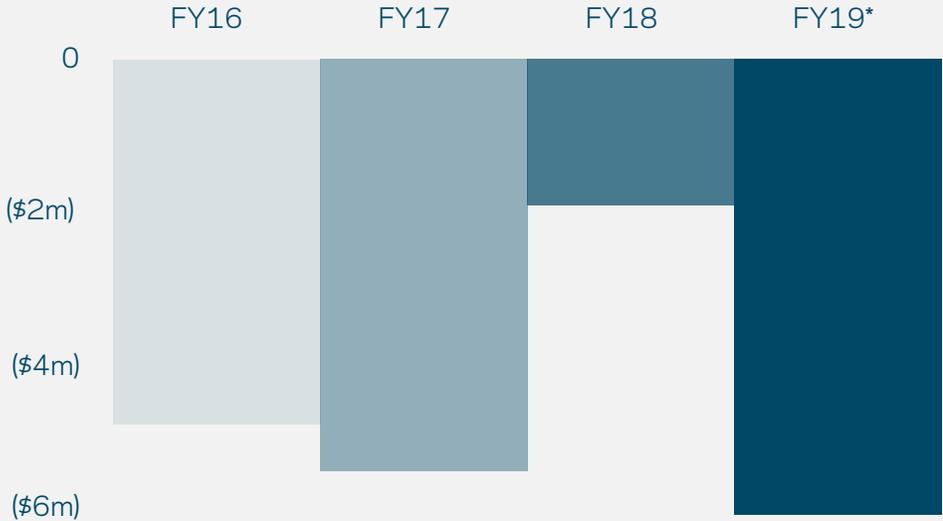
Hospitals

Revenue 2016-2019



*FY19 Forecast only

EBIT 2016-2019

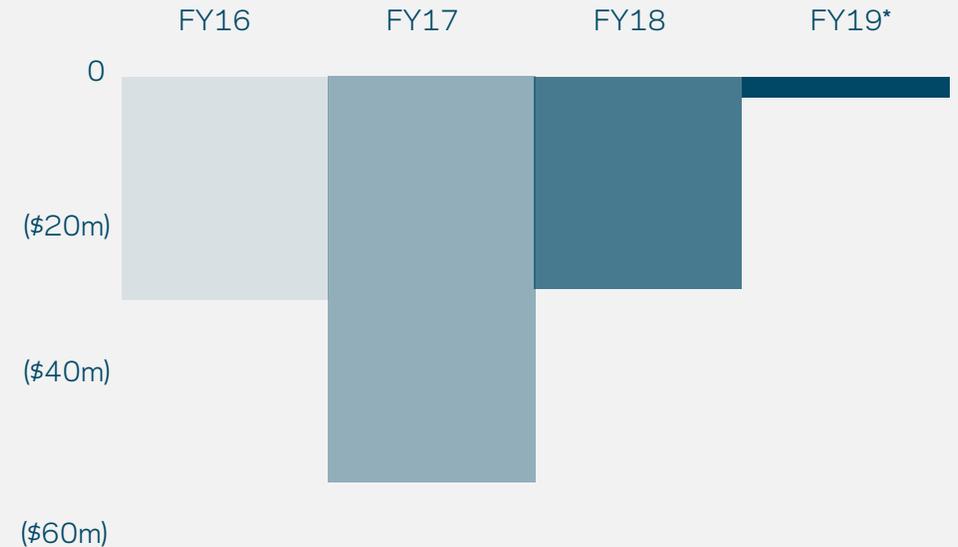


*FY19 Forecast only

Operating cash flow

- Continued progress on balancing cash collections and expenses has significantly reduced the operating cash burn
- Company has focused on delivering customer satisfaction, timely invoicing and improved collections
- Company retains the \$20 million facility with ASB

Orion Health Group 2016-2019



*FY19 Forecast only

Governance update

A photograph of two men in a professional setting. The man on the left is older, with white hair, wearing a light blue button-down shirt. The man on the right is younger, with grey hair, wearing a darker blue button-down shirt. They are both looking towards the right. In the background, there is a window with many colorful sticky notes and a green plant on the left.

Andrew Ferrier
Chairman

Thank you



Roger France, ONZM

Deputy Chairman,
Independent Director Appointed 2013



Ronnie Andrews

Independent Director Appointed 2016

Q&A



Resolutions



Resolution 1

Hg Transaction Ordinary Resolution

That, subject to passing Resolution 2, the Hg Transaction, as described in the Notice of Meeting, be approved

Proxy Voting

For	151,575,675
Open	2,613,429
Against	79,829
Abstain	146,748

*Discretionary/open votes held by the Chairman of the Meeting, Directors and other proxies

Resolution 2

Share Buyback Special Resolution and Ordinary Resolution

That, subject to passing Resolution 1, and completion of the Hg Transaction, the Share Buyback, as described in the Notice of Meeting, be approved

Proxy Voting

	Ordinary	Special
For	53,659,163	151,529,339
Open	2,578,400	2,578,400
Against	161,467	161,467
Abstain	145,875	145,875

*Discretionary/open votes held by the Chairman of the Meeting, Directors and other proxies

Resolution 3

Auditors' Remuneration Ordinary Resolution

That the Board of the Company be authorised to fix the auditors' remuneration for the financial year ending 31 March 2019

Proxy Voting

For	151,541,088
Open	2,670,649
Against	38,734
Abstain	165,210

*Discretionary/open votes held by the Chairman of the Meeting, Directors and other proxies

General business Q&A



