

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To: Company Name/Scheme ESTIA HEALTH LIMITED

ACN/ARSN 160 986 201

**1. Details of substantial holder (1)**

Name REFER ANNEXURE A

ACN/ARSN (if applicable) REFER ANNEXURE A

The holder became a substantial holder on 05 / 09 / 16

**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY	9,512,220	9,512,220	5.25%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
REFER ANNEXURE A		

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holders of relevant interest	Registered holder of Securities	Person entitled to be registered as a holder (8)	Class and number of securities
REFER ANNEXURE A			

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
REFER ANNEXURE A		Cash	Non-cash	

**6. Associates**

The reasons the person named in paragraph 3 above and associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
REFER ANNEXURE A	

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
REFER ANNEXURE A	

**Signature**

print name	JOHN EMERY KENNEDY	capacity	DIRECTOR / TRUSTEE		
sign here		date	06	/	09 / 16

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant issues (eg. A corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in Section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

**THIS IS ANNEXURE A OF 5 PAGES REFERRED TO IN  
FORM 603 NOTICE OF INITIAL SUBSTANTIAL HOLDER**

**1. Details of substantial holder**

<b>Name and ACN (if applicable)</b>
John Emery Kennedy atf the John Emery Kennedy Testamentary Trust
Thomas Emery Kennedy atf the Thomas Kennedy Testamentary Trust
Bundarra Trading Company Pty Ltd ACN 611 072 676
Lestom Pty Ltd ACN 001 398 009 atf the Tom Kennedy Superannuation Fund
Kennbros Pty Limited ACN 095 220 750
John Emery Kennedy and Thomas Emery Kennedy atf Daniel Morris Kennedy Testamentary Trust
Mark Edward Kennedy atf Mark Kennedy Family Trust
Mark Edward Kennedy atf the Mark Edward Kennedy Testamentary Trust

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder had in the following voting securities of the company at the date the substantial holder became a substantial holder are as follows:

<b>Holder of relevant interest</b>	<b>Nature of relevant interest (7)</b>	<b>Class and number of securities</b>
John Emery Kennedy atf the John Emery Kennedy Testamentary Trust	This person holds a relevant interest in these shares pursuant to the sale of the Kennedy Health Care Group as disclosed by Estia Health to the ASX on 7 December 2015.	1,771,042 Ordinary
	This person holds a relevant interest in these shares pursuant to contracts entered into in the ordinary course of business on a stock market of a stock exchange, containing no terms and conditions other than standard terms and conditions.	250,000 Ordinary
Thomas Emery Kennedy atf the Thomas Kennedy Testamentary Trust	This person holds a relevant interest in these shares pursuant to the sale of the Kennedy Health Care Group as disclosed by Estia Health to the ASX on 7 December 2015.	1,806,463 Ordinary
Bundarra Trading Company Pty Ltd ACN 611 072 676	This person holds a relevant interest in these shares pursuant to contracts entered into in the ordinary course of business on a stock market of a stock exchange, containing no terms and conditions other	2,575,000 Ordinary

	than standard terms and conditions.	
Lestom Pty Ltd ACN 001 398 009 atf the Tom Kennedy Superannuation Fund	This person holds a relevant interest in these shares pursuant to contracts entered into in the ordinary course of business on a stock market of a stock exchange, containing no terms and conditions other than standard terms and conditions.	5,920 Ordinary
Kennbros Pty Limited ACN 095 220 750	This person holds a relevant interest in these shares pursuant to a Share Sale Agreement dated 7 December 2015 (copy attached).	1,416,834 Ordinary
John Emery Kennedy and Thomas Emery Kennedy atf Daniel Morris Kennedy Testamentary Trust	This person holds a relevant interest in these shares pursuant to the sale of the Kennedy Health Care Group as disclosed by Estia Health to the ASX on 7 December 2015.	425,051 Ordinary
Mark Edward Kennedy atf Mark Kennedy Family Trust	This person holds a relevant interest in these shares pursuant to the sale of the Kennedy Health Care Group as disclosed by Estia Health to the ASX on 7 December 2015.	1,133,467 Ordinary
Mark Edward Kennedy atf the Mark Edward Kennedy Testamentary Trust	This person holds a relevant interest in these shares pursuant to the sale of the Kennedy Health Care Group as disclosed by Estia Health to the ASX on 7 December 2015.	78,443 Ordinary
	This person holds a relevant interest in these shares pursuant to contracts entered into in the ordinary course of business on a stock market of a stock exchange, containing no terms and conditions other than standard terms and conditions.	50,000 Ordinary

#### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of Securities
John Emery Kennedy atf the John Emery Kennedy Testamentary Trust	John Emery Kennedy Testamentary Trust	John Emery Kennedy atf the John Emery Kennedy Testamentary Trust	2,021,042 Ordinary
Thomas Emery Kennedy atf the Thomas Kennedy Testamentary Trust	Thomas Kennedy Testamentary Trust	Thomas Emery Kennedy atf the Thomas Kennedy Testamentary Trust	1,806,463 Ordinary
Bundarra Trading Company Pty Ltd ACN 611 072 676	Bundarra Trading Company Pty Ltd ACN 611 072 676	Bundarra Trading Company Pty Ltd ACN 611 072 676	2,575,000 Ordinary
Lestom Pty Ltd ACN 001 398 009 atf the Tom Kennedy Superannuation Fund	Lestom Pty Ltd ACN 001 398 009	Lestom Pty Ltd ACN 001 398 009 atf the Tom Kennedy Superannuation Fund	5,920 Ordinary
Kennbros Pty Limited ACN 095 220 750	Kennbros Pty Limited ACN 095 220 750	Kennbros Pty Limited ACN 095 220 750	1,416,834 Ordinary
John Emery Kennedy and Thomas Emery Kennedy atf Daniel Morris Kennedy Testamentary Trust	Daniel Morris Kennedy Testamentary Trust	John Emery Kennedy and Thomas Emery Kennedy atf Daniel Morris Kennedy Testamentary Trust	425,051 Ordinary
Mark Edward Kennedy atf Mark Kennedy Family Trust	Mark Kennedy Family Trust	Mark Edward Kennedy atf Mark Kennedy Family Trust	1,133,467 Ordinary
Mark Edward Kennedy atf the Mark Edward Kennedy Testamentary Trust	Mark Edward Kennedy Testamentary Trust	Mark Edward Kennedy atf the Mark Edward Kennedy Testamentary Trust	128,443 Ordinary

#### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial shareholder is as follows:

Holder of relevant interest	Date of acquisition	Consideration	Class and number of securities
John Emery Kennedy atf the John Emery Kennedy Testamentary Trust	01/09/2016	\$3.50	250,000 Ordinary
Bundarra Trading	05/09/2016	\$2.57 (average)	1,825,000 Ordinary

Company Pty Ltd ACN 611 072 676	29/08/2016 – 02/09/2016	\$4.29 (average) \$3.50 (average)	500,000 Ordinary 250,000 Ordinary
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## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial shareholder as are as follows:

Name and ACN/ARSN (if applicable)	Nature of Association
John Emery Kennedy atf the John Emery Kennedy Testamentary Trust	This person is an associate of the other persons within the meaning of sections 12(2)(b) and 12(2)(c) of the <i>Corporations Act 2001</i> .
Thomas Emery Kennedy atf the Thomas Kennedy Testamentary Trust	This person is an associate of the other persons within the meaning of sections 12(2)(b) and 12(2)(c) of the <i>Corporations Act 2001</i> .
Bundarra Trading Company Pty Ltd ACN 611 072 676	This person is an associate of the other persons within the meaning of sections 12(2)(b) and 12(2)(c) of the <i>Corporations Act 2001</i> .
Lestom Pty Ltd ACN 001 398 009 atf the Tom Kennedy Superannuation Fund	This person is an associate of the other persons within the meaning of sections 12(2)(b) and 12(2)(c) of the <i>Corporations Act 2001</i> .
Kennbros Pty Limited ACN 095 220 750	This person is an associate of the other persons within the meaning of sections 12(2)(b) and 12(2)(c) of the <i>Corporations Act 2001</i> .
John Emery Kennedy and Thomas Emery Kennedy atf Daniel Morris Kennedy Testamentary Trust	This person is an associate of the other persons within the meaning of sections 12(2)(b) and 12(2)(c) of the <i>Corporations Act 2001</i> .
Mark Edward Kennedy atf Mark Kennedy Family Trust	This person is an associate of the other persons within the meaning of sections 12(2)(b) and 12(2)(c) of the <i>Corporations Act 2001</i> .
Mark Edward Kennedy atf the Mark Edward Kennedy Testamentary Trust	This person is an associate of the other persons within the meaning of sections 12(2)(b) and 12(2)(c) of the <i>Corporations Act 2001</i> .

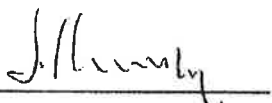
## 7. Addresses

The addresses of the persons named in this form are as follows:

Name	Address
John Emery Kennedy atf the John Emery Kennedy Testamentary Trust	149 Darling Point Road, Darling Point NSW 2027
Thomas Emery Kennedy atf the Thomas Kennedy Testamentary Trust	27 Bundarra Road, Bellevue Hill NSW 2023
Bundarra Trading Company Pty Ltd ACN 611 072 676	27 Bundarra Road, Bellevue Hill NSW 2023

Lestom Pty Ltd ACN 001 398 009 atf the Tom Kennedy Superannuation Fund	27 Bundarra Road, Bellevue Hill NSW 2023
Kennbros Pty Limited ACN 095 220 750	27 Bundarra Road, Bellevue Hill NSW 2023
John Emery Kennedy and Thomas Emery Kennedy atf Daniel Morris Kennedy Testamentary Trust	149 Darling Point Road, Darling Point NSW 2027 and 27 Bundarra Road, Bellevue Hill NSW 2023 respectively
Mark Edward Kennedy atf Mark Kennedy Family Trust	19 Carrington Avenue, Bellevue Hill NSW 2023
Mark Edward Kennedy atf the Mark Edward Kennedy Testamentary Trust	19 Carrington Avenue, Bellevue Hill NSW 2023

Signature: \_\_\_\_\_



John Emery Kennedy, Director/Trustee