

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

LifeHealthcare Group Limited

ABN

72 166 525 186

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |  |   |
|--|---|
| 1    +Class of +securities issued or to be issued  | 1. Options over fully paid ordinary shares ("Options")<br><br>2. Performance Rights each to acquire a fully paid ordinary share ("Performance Rights")<br><br>Options and Performance Rights are not quoted on ASX. |
| 2    Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 808,360 Options<br><br>2. 117,679 Performance Rights   |

+ See chapter 19 for defined terms.

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3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

Options and Performance Rights granted to eligible employees under the terms of the Company's Long Term Incentive Plan and the relevant offer letter ("Offer").

Each Option and Performance Right entitles the holder to acquire a fully paid ordinary share (or, subject to any discretion conferred on the Board in the Offer, to receive a cash amount equivalent to the value of a share as at the date of exercise of the Option) on the exercise of the Option or Performance Right (as applicable).

Options and Performance Rights the subject of the Offer which have not lapsed will vest 3 years after the date they are issued (i.e. 21 December 2019) ("Vesting Date"), on the satisfaction of the following Performance Conditions:

1. Earnings Per Share (EPS) Gateway Performance Condition

Options and Performance Rights will be tested against the EPS calculation at the Vesting Date. If EPS Performance is below 7% Compound Annual Growth Rate ("CAGR"), nil Options and Performance Rights will become measurable against the TSR Performance Condition (see below). If EPS Performance is at or above 7% CAGR, 100% of Options and Performance Rights will become measurable against the TSR Performance Condition.

2. Relative Total Shareholder Return (TSR) Performance Condition

If the EPS Gateway Performance Condition is met on the Vesting Date, the TSR Performance Condition is tested. Relative TSR of the Company will be measured against selected companies within the S&P/ASX Small Ordinaries Industrials Index. If the Relative TSR Performance of LifeHealthcare Group Limited is above the 50<sup>th</sup> percentile of the comparator group, the Options and Performance Rights will vest and can be exercised.

If the Options and Performance Rights do not vest on the Vesting Date due to not

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+ See chapter 19 for defined terms.

meeting the Relative TSR Performance Condition, then the Options and Performance Rights will be tested against the Relative TSR Performance Condition on the first anniversary after the Vesting Date (“Second Vesting Date”). If the Relative TSR Performance Condition is not met on the Second Vesting Date, the Options and Performance Rights lapse and will be cancelled.

The exercise price payable on the exercise of an Option is \$1.99 per Option. No exercise price will be payable on the exercise of a Performance Right.

Options and Performance Rights expire on 21 December 2021.

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>No, in accordance with the Long Term Incentive Plan Rules, Options and Performance Rights do not carry voting rights or rights to receive dividends or other distributions.</p> <p>However, any shares resulting from the exercise of Options or Performance Rights will rank equally in all respects with existing ordinary shares of the Company from the date of issue.</p>
<p>5 Issue price or consideration</p>	<p>Options – Nil</p> <p>Performance Rights - Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Options and Performance Rights are issued for the purposes of the Company’s Long Term Incentive Plan.</p>

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6a	Is the entity an <sup>+</sup> eligible entity that has obtained security holder approval under rule 7.1A?	No  If Yes, complete sections 6b – 6h in relation to the <sup>+</sup> securities the subject of this Appendix 3B, and comply with section 6i
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	808,360 Options  117,679 Performance Rights
6d	Number of <sup>+</sup> securities issued with security holder approval under rule 7.1A	N/A
6e	Number of <sup>+</sup> securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of <sup>+</sup> securities issued under an exception in rule 7.2	N/A
6g	If <sup>+</sup> securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the <sup>+</sup> issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If <sup>+</sup> securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A

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7	<p><b>+Issue dates</b></p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	21 December 2016
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8	<p>Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the <sup>+</sup>securities in section 2 if applicable)</p>	<b>Number</b>	<b><sup>+</sup>Class</b>
		42,537,651	Fully paid ordinary shares

9	<p>Number and <sup>+</sup>class of all <sup>+</sup>securities not quoted on ASX (including the <sup>+</sup>securities in section 2 if applicable)</p>	<b>Number</b>	<b><sup>+</sup>Class</b>
		<p>3,112,889 Options</p> <p>117,679 Performance Rights</p> <p>(Note: the balance of Options and Performance Rights is affected by and may be varied by a number of events including the lapse of Options or Performance Rights in accordance with the Long Term Incentive Plan rules).</p>	Options and Performance Rights

10	<p>Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	N/A
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**Part 2 - Pro rata issue**

11	<p>Is security holder approval required?</p>	N/A
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12	<p>Is the issue renounceable or non-renounceable?</p>	N/A
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13	<p>Ratio in which the <sup>+</sup>securities will be offered</p>	N/A
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14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A

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27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	<sup>+</sup> Issue date	N/A

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a)  <sup>+</sup>Securities described in Part 1

(b)  All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the

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additional +securities, and the number and percentage of additional +securities held by those holders

- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over
- 37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

Number	+Class
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+ See chapter 19 for defined terms.

42	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX ( <i>including</i> the <sup>+</sup> securities in clause 38)	
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**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Date: 21 December 2016

Print name: Dean Taylor, Company Secretary

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