

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Healthscope Limited (*HSO*)

ACN/ARSN ACN 144 840 639

1. Details of substantial holder (1)

Name BGH Capital Pty Ltd (ACN 617 386 982) in its capacity as manager or adviser to the constituent entities of BGH Capital Fund I (*BGH*)
BGH Capital Healthcare Pty Ltd (ACN 625 900 030) (*Bidco*)
Canada Pension Plan Investment Board (*CPPIB*) on its own behalf and on behalf of each of its controlled entities
GIC Private Limited (*GIC*), Carob Investment Private Limited (*Carob*), GIC Special Investments Pte Ltd (*GIC SI*) and GIC (Ventures) Pte Ltd (*GIC Ventures*) and their associates listed in Annexure "A" (together, the *GIC Entities*)
Ontario Teachers' Pension Plan Board (*OTPP*) on its own behalf and on behalf of each of its controlled entities

ACN/ARSN (if applicable) N/A

The holder ceased to be a substantial holder on 31/03/2019
The previous notice was given to the company on 09/11/2018
The previous notice was dated 09/11/2018

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
31/03/2019	BGH	Ceasing to have a relevant interest in 285,979,929 HSO Shares under s 608(8) of the Corporations Act 2001 (Cth) (<i>Corporations Act</i>) pursuant to the termination of the Co-operation Agreement dated 24 April 2018 as amended (<i>Co-operation Agreement</i>), a copy of which was attached to the BGH Consortium's Form 603 dated 26 April 2018.	N/A	285,979,929 Ordinary Shares	285,979,929
31/03/2019	CPPIB	Ceasing to have a relevant interest in 333,082,823 HSO Shares under s 608(8) of the Corporations Act pursuant to the termination of the Co-operation Agreement.	N/A	333,082,823 Ordinary Shares	333,082,823

31/03/2019	OTPP	Ceasing to have a relevant interest in 333,082,823 HSO Shares under s 608(8) of the Corporations Act pursuant to the termination of the Co-operation Agreement.	N/A	333,082,823 Ordinary Shares	333,082,823
31/03/2019	GIC	Ceasing to have a relevant interest in 333,082,823 HSO Shares under ss 608(8) and 608(3)(b) of the Corporations Act pursuant to the termination of the Co-operation Agreement.	N/A	333,082,823 Ordinary Shares	333,082,823
31/03/2019	Carob	Ceasing to have a relevant interest in 333,082,823 HSO Shares under s 608(8) of the Corporations Act pursuant to the termination of the Co-operation Agreement.	N/A	333,082,823 Ordinary Shares	333,082,823
31/03/2019	GIC SI and GIC Ventures	Ceasing to have a relevant interest in 333,082,823 HSO Shares under ss 608(8) and 608(3)(b) of the Corporations Act pursuant to the termination of the Co-operation Agreement.	N/A	333,082,823 Ordinary Shares	333,082,823

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
BGH, Bidco, AustralianSuper Pty Ltd (ACN 006 457 987) as trustee for AustralianSuper (ABN 65 714 394 898), CPPIB, OTPP and the GIC Entities.	Each of these persons ceased to be associates pursuant to s 12(2) of the Corporations Act as a result of and upon termination of the Co-operation Agreement. Note: BGH and Bidco are associates pursuant to s 12 (2) of the Corporations Act (via BGH's control of Bidco).


4. Addresses

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

Name	Address
BGH	Level 26, 101 Collins Street, Melbourne VIC 3000
Bidco	Level 26, 101 Collins Street, Melbourne VIC 3000
CPPIB	One Queen Street East, Suite 2500, Toronto, ON 2W5, Canada

GIC Entities	168 Robinson Road, #37-01 Capital Tower, Singapore 068912
OTPP	5650 Yonge Street, Toronto, Ontario, M2M 4H5, Canada

Signature

print name	Robin Bishop	capacity	for and on behalf of the substantial holders named in 1 above
sign here		date	2 April 2019

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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, or influence 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.
- (5) Details of the consideration must include any and all benefits, moneys 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This is Annexure "A" of 1 page referred to in the accompanying Form 605

print name Robin Bishop

capacity

for and on behalf of the
substantial holders named in 1
above

sign here



date

2 April 2019

GIC Entities

Name	Nature of association
GIC, GIC SI, GIC Ventures, Carob, GIC Asset Management Pte Ltd, GIC Infra Holdings Pte Ltd, Buckland Investment Pte Ltd, Devonshire Investment Pte Ltd, GIC Real Estate Pte Ltd, GIC (Realty) Pte Ltd, Recosia Pte Ltd and Reco 175LS Aust Pte Ltd.	Each party listed is controlled or owned by GIC or its related companies