



Scheme meeting

Company/ASX Code	Healthscope (HSO)
AGM date	22 May 2019
Time and location	10am Mayfair Ballroom Grand Hyatt 123 Collins Street, Melbourne
Registry	Computershare
Webcast	Yes
Poll or show of hands	Poll on all items
Monitor	Claudio Esposito
Pre-AGM Meeting?	NA

The last four years has seen dramatic changes to Healthscope’s business which went from a private equity co-owned company that, in addition to hospital care, did business in other facets of healthcare such as primary care clinics, Australian and International pathology, to a hospital-only based business with the exception of the New Zealand pathology business.

This meeting has been called to vote on resolutions associated with Brookfield’s scheme proposal. This resolution is commercial in nature. Shareholders who wish to appoint the Australian Shareholders Association as their proxy are urged to read the documentation and give a directed vote that takes into account their individual circumstances. Open proxies will be voted in favour of the resolution in the absence of a superior proposal.

Note shareholders will need to submit the takeover offer form if they wish to accept the takeover, this can’t be delegated to a proxy holder. See next page for further details.

Resolution	Approve the Scheme of Arrangement
Resolution	Approve the capital return

Healthscope’s directors unanimously recommend shareholders vote in favour of the Scheme of Arrangement; accept the Takeover Offer; and vote in favour of the Capital Return, subject to the qualifications set out in the Healthscope Transaction booklet in the absence of a superior proposal, and subject to the Independent Expert continuing to conclude that the scheme is in the best interests of shareholders and that the takeover offer is fair and reasonable (as applicable).

For the scheme to proceed, the requisite majorities of shareholders requires more than 50% of shareholders present and voting and at least 75% of votes cast at the meeting to be in favour of the scheme. The scheme of arrangement also requires court approval.

If the scheme of arrangement is not approved by Healthscope shareholders or by the court, the second component of Brookfield's proposal will come into play, namely a takeover offer which is conditional on (amongst other things) acceptances representing at least 50.1% of issued shares. **The takeover offer is currently scheduled to close on Wednesday, 19 June 2019 and is not an item which will be voted on.** This is after the scheduled date for the scheme meeting, and shareholders may therefore choose to wait until the outcome of the scheme of arrangement is known before deciding whether to accept the takeover offer by submitting the takeover offer acceptance form before the close.

If the takeover offer becomes unconditional and control passes to Brookfield, it is intended that Healthscope will pay a special dividend of \$0.637 per share and make a capital return in the amount of \$0.688 per share. For the Capital Return to proceed, it is necessary that more than 50% of votes cast at the Extraordinary General Meeting are in favour of the Capital Return.

If the Capital Return is paid, the \$2.365 cash amount offered by Brookfield LP under the Takeover Offer will be reduced by the per share amount of the Capital Return, which will not change the aggregate amount received providing the Healthscope Shares continue to be held on the record date for the Capital Return.

Scrip consideration

The deadline for Healthscope shareholders to elect to receive the scrip consideration under the proposed scheme of arrangement was 10 May 2019. Healthscope received scrip elections in respect of less than 0.01% of Healthscope shares which was below the minimum scrip election threshold of at least 10% of the issued Healthscope shares. Based on this indicative outcome, if the scheme of arrangement is implemented, no scrip consideration will be issued and all Healthscope shareholders will receive the scheme cash consideration of \$2.465 per share.

Tax considerations

The tax treatment may vary depending on the nature and characteristics of each Healthscope Shareholder and their specific circumstances. Shareholders may need to seek professional advice in relation to their particular circumstances and should read section 12.4 of the transaction booklet

The individual(s) (or their associates) involved in the preparation of this voting intention have no shareholding in this company.

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