



# Notice of Annual General Meeting

Notice is given that the 2019 Annual General Meeting of Regis Healthcare Limited (**Regis** or the **Company**) will be held at the RACV City Club, Level 2, 501 Bourke Street, Melbourne 3000 on Wednesday, 30 October 2019 at 10.00am (AEDT).

## Agenda Items

### 1. Annual Financial Report

To receive and consider the Financial Report of the Company and its controlled entities and the Reports of the Directors and Auditor for the year ended 30 June 2019.

### 2. Election of Directors

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

- 2.1 That Sylvia Falzon, being eligible, be re-elected as a Director of the Company.
- 2.2 That Ian Roberts, being eligible, be re-elected as a Director of the Company.

### 3. Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That the Remuneration Report for the year ended 30 June 2019 be adopted.

*Note: the vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this resolution (see Item 2 of the notes relating to voting).*

### 4. Re-insertion of the proportional takeover approval provision

To consider and, if thought fit, pass the following resolution as a special resolution:

That the proportional takeover provisions contained in Rule 6 of the Company's Constitution be reinserted for a further 3 years with effect from the date of the meeting.

### The notes relating to voting and the Explanatory Memorandum form part of this Notice of Meeting.

By Order of the Board

Date: 25 September 2019



**Martin Bede**  
Company Secretary

## Notes Relating to Voting

### 1. Entitlement to vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares in the Company as at 7:00 pm (AEDT) on Monday 28 October 2019 will be entitled to attend and vote at the Annual General Meeting as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

If more than one joint holder of shares is present at the Annual General Meeting (whether personally, by proxy, by attorney, or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

On a poll, shareholders have one vote for every fully paid ordinary share held (subject to the restrictions on voting referred to below).

### 2. Voting Exclusions

#### Resolution 3

The Company will disregard any votes cast on resolution 3:

- by or on behalf of a member of the Company's key management personnel (**KMP**) named in the Company's Remuneration Report for the year ended 30 June 2019 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties, unless the vote is cast as proxy for a person entitled to vote on resolution 3:
  - in accordance with a direction in the proxy form; or
  - by the Chairman of the meeting pursuant to an express authorisation in the proxy form to exercise the proxy even though resolution 3 is connected with the remuneration of the Company's KMP.

### 3. Proxies

A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. A shareholder can appoint a proxy by completing and returning a signed proxy form (see section 4 of these notes relating to voting, and the enclosed proxy form).

A shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth); and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

Unless the Chairman of the meeting is your proxy, members of the Company's KMP (which includes each of the Directors) will not be able to vote as proxy on resolution 3, unless you direct them how to vote. If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, you should ensure that you direct that person how to vote on resolution 3.

If you intend to appoint the Chairman of the meeting as your proxy, you can direct the Chairman how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote 'for', 'against' or to 'abstain' from voting). However, if you do not mark a box next to resolution 3, then by signing and submitting the proxy form, you will be expressly authorising the Chairman to vote as they see fit in respect of resolution 3 even though it is connected with the remuneration of the Company's KMP.

If:

- a poll is duly demanded at the Annual General Meeting in relation to a proposed resolution; and
- a shareholder has appointed a proxy (other than the Chairman of the meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- that shareholder's proxy is either not recorded as attending the meeting or does not vote on the resolution, the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the shareholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that shareholder.

Please note that for proxies without voting instructions that are exercisable by the Chairman of the meeting, the Chairman intends to vote all available proxies in favour of each resolution.

#### 4. Proxy form

A proxy form accompanies this Notice and to be effective must be received no later than 10.00am (AEDT) on Monday, 28 October 2019 at:

**Online:** [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**Mail:** Regis Healthcare Limited  
C/- Link Market Services Limited  
Locked Bag A14,  
Sydney South NSW 1235

**Facsimile:** +61 2 9287 0309

**By hand:** delivering it to  
Link Market Services Limited  
during business hours  
(Monday to Friday, 9:00am – 5:00pm)  
1A Homebush Bay Drive  
Rhodes NSW 2138

or

Level 12  
680 George Street  
Sydney NSW 2000

#### 5. Corporate representatives

A body corporate that is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001* (Cth). The representative should bring to the meeting evidence of their appointment, including any authority under which it has been signed, unless it has previously been given to the Company.

#### 6. Voting by attorney

A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Annual General Meeting. An attorney may, but need not be, a member of the Company.

An attorney may not vote at the meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company by 10:00 am (AEDT) on Monday 28 October 2019.

#### 7. Questions for the Auditor

Shareholders may submit written questions to the Company's Auditor, Ernst & Young, if the question is relevant to the content of Ernst & Young's Auditor's Report for the year ended 30 June 2019 or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2019.

Relevant written questions for the Auditor must be received by the Company by no later than 5:00 pm (AEDT) on Wednesday 23 October 2019. Please send any written questions to:

Company Secretary  
Regis Healthcare Limited  
Level 2, 615 Dandenong Road,  
Armadale VIC 3143

A list of written questions received will be made available to shareholders attending the meeting. If written answers are tabled at the meeting, they will be made available to shareholders as soon as practicable after the meeting, however the auditor is not obliged to provide written answers.



# Explanatory Memorandum

This Explanatory Memorandum has been prepared to help shareholders understand the items of business at the 2019 Annual General Meeting.

## 1. Annual Financial Report

The *Corporations Act 2001* (Cth) requires:

- the reports of the Directors and Auditors; and
- the Annual Financial Report, including the Financial Statements of the Company for the year ended 30 June 2019,

to be laid before the Annual General Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given an opportunity to raise questions or comments on the management of the Company.

Also, a reasonable opportunity will be given to shareholders as a whole at the meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.

The annual report is available on the Company's website at <https://www.regis.com.au/investor-information/publications/>

## 2. Election of Directors

### 2.1 Re-election of Sylvia Falzon

Sylvia brings to Regis valuable experience in the areas of business development, marketing, brand management, customer service, risk & compliance together with remuneration and people strategies.

Sylvia has held senior executive positions within the financial services industry over a 30 year career. Through her executive and non executive career, she has gained extensive experience working in large consumer-facing and highly regulated businesses within the financial services, healthcare, retail and aged care sectors.

She is currently an Independent Non-Executive Director of ASX listed companies Perpetual Limited, Premier Investments Limited and Suncorp Group Limited. Sylvia is Chairman of Cabrini Australia, a large not for profit health, technology and outreach organisation.

Sylvia holds a Masters Degree in Industrial Relations and Human Resource Management (Hons) from the University of Sydney and a Bachelor of Business from the University of Western Sydney. She is a Senior Fellow of the Financial Services Institute and a Fellow of the Australian Institute of Company Directors.

Currently, Sylvia is the Chairman of Regis Healthcare's Audit Risk and Compliance Committee, and is a member of the People and Remuneration Committee.

She has been a Director of Regis since 2014. The Board considers Sylvia to be independent.

### **Recommendation**

The Board (with Sylvia Falzon abstaining) recommends that shareholders vote **in favour** of resolution 2.1.

### 2.2 Re-election of Ian Roberts

Ian has over 30 years' experience in the real estate sector including 20 years in residential aged care. Prior to co-leading the Regis journey, Ian was involved in property development (sub divisional and commercial) in South East Queensland.

As a founding shareholder and Director of Regis (Executive Director prior to 2008), Ian headed up the property division with oversight of the development and implementation of the strategy that saw the business grow to in excess of 4,500 beds nationally.

Ian is currently a non-executive director in several property and property services enterprises. Ian holds a Bachelor of Science (Surveying) from the Royal Melbourne Institute of Technology.

Currently, Ian is a member of Regis Healthcare's People and Remuneration Committee. He has been a director of Regis since 2007.

As Ian is one of the founding shareholders of the Company, the Board does not consider him to be independent. Nevertheless, given his considerable experience and skills, the Directors consider that he adds significant value to the Board.

### **Recommendation**

The Board (with Ian Roberts abstaining) recommends that shareholders vote **in favour** of resolution 2.2.

## 3. Remuneration Report

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the Remuneration Report. The Remuneration Report on pages 39 to 54 of the Company's Annual Report sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for the Company's KMP during the year ended 30 June 2019.

As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and discussion at the meeting into account in setting the remuneration policy for future years.

### **Recommendation**

The Board recommends that shareholders vote **in favour** of the adoption of the Remuneration Report.

## 4. Re-insertion of proportional takeover approval provisions

The provisions relating to proportional takeover bids contained in Rule 6 of the Company's constitution are designed to assist shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company.

Under the Corporations Act, these provisions must be renewed every three years or they will cease to have effect. The current provisions were last renewed at the Company's 2016 AGM and will automatically cease to have effect after 28 October 2019. These provisions must be re-inserted at this Annual General Meeting in order to apply to any future proportional takeover offers made after 30 October 2019.

If these provisions are approved by shareholders at the meeting, they will be in exactly the same terms as the previous provisions and will operate for three years. A copy of the Company's current constitution is available on the Company's website at <http://www.regis.com.au/site/wp-content/uploads/2016/04/Regis-Healthcare-Limited-Constitution.pdf>.

### Statement under the Corporations Act

The Corporations Act requires that the following information be provided to shareholders when they are considering the inclusion of proportional takeover provisions in a constitution.

#### Effect

A proportional takeover offer is where an offer is made to each shareholder for a proportion of that shareholder's shares, and not for the shareholder's entire shareholding.

The provisions of the Company's constitution state that, if a proportional takeover bid is made, the Directors must ensure that shareholders vote on a resolution to approve the bid more than 14 days before the bid period closes (or such later date as is approved by the Australian Securities and Investments Commission).

The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote, but the bidder and its associates are not allowed to vote.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's constitution.

The Directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on. However, if the resolution is not voted on, the bid will be taken to have been approved.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for 3 years after approval. The provisions may be renewed, but only by a special resolution.

### Reasons for re-inserting the provisions

If the proportional takeover approval provision is not in the constitution, a proportional takeover bid may enable control of the Company to pass without shareholders having the opportunity to sell all of their shares to the bidder. Shareholders may therefore be exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their shares. The proposed proportional takeover provisions decrease this risk because they allow shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

### Review of proportional takeover provisions

While proportional takeover approval provisions have previously been in force under the Company's constitution, there have been no full or proportional takeover bids for the Company. Therefore, there is no example against which to review the advantages or disadvantages of the provisions for the Directors and the shareholders. The Directors are not aware of any potential takeover that has been discouraged by Rule 6 of the Company's constitution.

### Potential advantages and disadvantages

The Directors consider that the re-insertion of the proportional takeover approval provisions has no potential advantages or disadvantages for them. They remain free to make a recommendation as to whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover approval provisions for shareholders of the Company are:

- shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- the provisions may help shareholders avoid being locked in as a minority;
- the bargaining power of shareholders is increased (this may help ensure that any partial offer is adequately priced); and
- knowing the view of the majority of shareholders may help each individual shareholder assess the likely outcome of the proportional takeover bid and to decide whether to accept or reject that offer.

The potential disadvantages for shareholders of the Company include:

- proportional takeover bids for shares in the Company may be discouraged;
- shareholders may lose an opportunity of selling some of their shares at a premium; and
- the chance of a proportional takeover bid being successful may be reduced.

The Board considers that the potential advantages for shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

### No knowledge of any acquisition proposals

At the date of this Notice of Meeting, no Director is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

### Recommendation

The Board recommends that shareholders vote **in favour** of the renewal of the proportional takeover approval provisions in the Company's constitution

## 5. How to get to the Annual General Meeting

**Location:** RACV City Club,  
Level 2, 501 Bourke Street  
Melbourne 3000 VIC

**Parking:** Available on site.

**Public** Timetables can be found on

**Transport:** <https://www.ptv.vic.gov.au/>  
with the options of catching the train or tram.  
The closest train stations are Flagstaff or  
Southern Cross.



[regis.com.au](http://regis.com.au)