

Pre-quotations disclosure

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with:

- the initial public offering of fully paid ordinary shares (**Shares**) in Monash IVF Group Limited (ABN 90 169 302 309) (**Company**) by the Company pursuant to a replacement prospectus (**Prospectus**) lodged with the Australian Securities & Investments Commission on 13 June 2014 (**Offer**); and
- the admission of the Company to the official list of ASX, official quotation of Shares and commencement trading of Shares on ASX.

Capitalised terms not defined in this document have the meaning given to them in the Prospectus.

Conditions precedent to the Company being admitted to the official list of ASX Limited; the official quotation of 231,081,089 Shares and commencement of deferred settlement trading

- 1.1 The Company confirms that the Offer has closed and the issue of 170,737,579 ordinary shares to new investors at an issue price of \$1.85 per Share has been completed.
- 1.2 The Company confirms that completion under the Sale Deeds entered into between Monash IVF Group Acquisition Pty Ltd, Monash IVF Group Limited and each shareholder of Healthbridge Enterprises Pty Limited (**Vendors**) has occurred, and that the consideration paid to the Vendors under the Sale Deeds was: (a) issue of 60,343,510 Shares; and (b) cash payment of \$259,380,636.12.
- 1.3 The Company provides the following information for release to the market:
 - 1.3.1 The basis of allocation of Shares under the Prospectus and the procedures by which applicants can determine their precise allocations are described in the notice set out in Attachment 1, the details of which were published in this morning's edition of:
 - (a) The Australian Financial Review;
 - (b) The Australian;
 - (c) The Sydney Morning Herald; and
 - (d) The Melbourne Age.
 - 1.3.2 As stated in the attached advertisement, the Company has also arranged for security information centre toll free lines to meet the reasonably anticipated demand for information about allocations and to handle applicant queries. The Monash Group Offer Information Line is 1800 063 366 and is operated by Link Market Services. Its hours of operation are 8.30am to 5.30pm (Sydney time), Monday to Friday (Business Days only).
 - 1.3.3 The Company confirms that the final issue and sale price of Shares to be issued under each of the following components (as defined in the Prospectus) of the Offer is \$1.85. The number of Shares to be issued under each component of the Offer is:
 - (a) Broker Firm Offer: 33,100,000

- (b) Priority Offer: 1,743,019
- (c) Institutional Offer: 135,894,560

1.3.4 The intended date for the despatch of:

- (a) in relation to all holdings on the CHESS sub-register, a notice from the Company under ASX Settlement Operating Rule 8.9.1;
- (b) in relation to all other holdings, issuer sponsored holding statements; and
- (c) any refund money,

is Friday, 27 June 2014.

1.3.5 The number of Shares subject to voluntary escrow and the escrow period applied to those securities is set out Attachment 2.



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Mr Rodney Fox
Company Secretary
Monash IVF Group Limited

26 June 2014

Attachment 1 - Basis of allocation advertisements

IMPORTANT NOTICE TO ALL APPLICANTS UNDER INITIAL PUBLIC OFFERING OF ORDINARY SHARES IN MONASH IVF GROUP LIMITED

The initial public offering of ordinary shares (Shares) in Monash IVF Group Limited ACN 169 302 309 (the Company) (Offer) has now closed.

OFFER DETAILS

170,737,579 Shares have been offered to investors under the Offer at \$1.85 each (Offer Price). 135,894,560 Shares were allotted under the Institutional Offer and 34,843,019 Shares were allotted under the Broker Firm Offer and Priority Offer. The Company's market capitalisation at the Offer Price is approximately \$427.5 million.

ALLOCATION POLICY

The allocation policy for the Shares is described below:

- **Broker Firm Offer** – it is a matter for Brokers as to how they allocate firm stock amongst their clients. Applicants under the Broker Firm Offer may confirm their allocations by phoning either their Broker or the Monash Group Offer Information Line.
- **Priority Offer** – the Company (in consultation with the Joint Lead Managers) determined the allocation of Shares to applicants under the Priority Offer and reserved the right to decline any application in whole or in part, without giving any reason, subject to the terms of the guaranteed minimum allocation of \$2,000 worth of shares, or such other larger amount determined by the Company. Applicants under the Priority Offer may confirm their allocations by phoning the Monash Group Offer Information Line.
- **Institutional Offer** – Allocations to Institutional Investors were determined pursuant to a Bookbuild. Successful applicants under the Institutional Offer have been advised of their allocations.

The amount of any unfulfilled application monies will be refunded to applicants (without interest).

DEFERRED SETTLEMENT TRADING

Shares are expected to commence trading on ASX today, Thursday, 26 June 2014 at 12.00pm (Sydney time), under the ASX code of "MVF". Trading will initially be on a deferred settlement basis until the Company has advised ASX that holding statements have been despatched to Shareholders. Trading on a normal settlement basis is expected to commence on Monday, 30 June 2014.

All applicants are responsible for determining and confirming the number of Shares allocated to them prior to selling any Shares. Applicants who sell Shares before receiving their initial holding statement do so at their own risk.

HOLDING STATEMENTS AND REFUND CHEQUES

Holding Statements stating the number of Shares issued to each successful Applicant are expected to be despatched by Friday, 27 June 2014. Any refunds are also expected to be despatched by this date.

MORE INFORMATION

Applicants with other questions regarding the Offer should contact the Monash Group Offer Information Line on 1800 063 366 from 8.30am to 5.30pm (Sydney time), Monday to Friday (Business Days only).

Unless otherwise specified, capitalised terms in this notice have the same meaning given to them in the Prospectus dated 13 June 2014.

Attachment 2 - Voluntary Escrow securities

The following is a break-down of the number of Shares subject to voluntary escrow and the escrow period applying to those Shares.

Management and Ironbridge Funds

There are 13,362,178 Shares held by Management and Ironbridge Funds which are subject to voluntary escrow arrangements.

The escrow period for these management and Ironbridge Funds escrowed Shares is the period commencing on the date on which Completion of the Offer occurs and ending on the first trading day in Shares following announcement by the Company of its preliminary final report for FY2015.

Doctors

There are 25,862,871 Shares held by Doctors which are subject to voluntary escrow arrangements.

The escrow period for these Doctor escrowed Shares is the period commencing on the date on which Completion of the Offer occurs until the following dates:

- **(in respect of 20% of the Doctors escrowed Shares)** the first trading day in Shares following the announcement to ASX by the Company of its preliminary final report for FY2015, FY2016 and FY2017 (with Shares being released on each date in tranches of 6.66%);
- **(in respect of 40% of the Doctors escrowed Shares)** when the particular Doctor reaches the age of 63, or other circumstances as listed in section 6.5 of the Prospectus; and
- **(in respect of the remaining 40% of the Doctors escrowed Shares)** on the Doctor's retirement, if they become a "good leaver" or "relocated leaver" (as explained in section 6.5 of the Prospectus) or 5 years after the Doctor leaves the Monash Group in other circumstances (whichever is applicable).