

## *Notice of Annual General Meeting 2014*



*NOTICE* is hereby given of the Annual General Meeting of members of Primary Health Care Limited (*"the Company"*) (*"this Meeting"*) to be held:

*Date:* Friday 28 November 2014

*Time:* 11.00 am (Sydney time)

*Venue:* Sofitel Sydney Wentworth, Level 4, 61-101 Phillip Street, Sydney NSW 2000

**Primary Health Care Limited**  
(ACN 064 530 516)

## *Items of Business*

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### **1. Receipt of Annual Financial Report**

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2014.

### **2. Adoption of Remuneration Report**

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

"That the Remuneration Report for the year ended 30 June 2014 be adopted."

Voting exclusion: The Company will disregard any votes cast on this resolution by certain persons. Details of the voting exclusion applicable to this resolution are set out in paragraphs 2.11 and 2.12 of the Explanatory Statement which forms part of this Notice of Meeting.

### **3. To re-elect Mr Brian Ball as a director**

Mr Brian Ball retires by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for re-election.

### **4. To re-elect Dr Paul Jones as a director**

Dr Paul Jones retires by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for re-election.

### **5. To re-elect Mr Andrew Duff as a director**

Mr Andrew Duff retires by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for re-election.

### **6. To re-elect Mr Henry Bateman as a director**

Mr Henry Bateman retires by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for re-election.

By order of the Board



Yvette Cachia  
Company Secretary  
Dated: 24 October 2014

## Voting by Proxy

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- (a) (right to appoint): Each shareholder has the right to appoint a proxy to attend and vote for the shareholder at this Meeting.
- (b) (two proxies): To enable a shareholder to divide their voting rights, a shareholder may appoint 2 proxies. Where 2 proxies are appointed:
  - (i) a separate Proxy Form should be used to appoint each proxy;
  - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so each proxy may exercise half of the votes of the shareholder.
- (c) (who may be a proxy): A shareholder may appoint any other person to be their proxy. A proxy may be an individual or a body corporate, and need not be a shareholder of the Company. The proxy appointed may be described in the Proxy Form by an office held, for example, "the Chair of the Meeting".
- (d) (signature(s) of individuals): In the case of shareholders who are individuals, the Proxy Form must be signed:
  - (i) if the shares are held by one individual, by that shareholder;
  - (ii) if the shares are held in joint names, by any one of them.Alternative to so signing, the Proxy Form may be authenticated in a manner prescribed by the Corporations Regulations.
- (e) (signatures on behalf of Australian companies): In the case of shareholders which are companies registered under the Corporations Act, the Proxy Form must be signed:
  - (i) if it has a sole director who is also sole company secretary, by that director (and stating that fact next to, or under, the signature on the Proxy Form);
  - (ii) in the case of any other company, by either 2 directors or a director and company secretary.The use of the common seal of the company, in addition to those required signatures, is optional.  
Alternative to so signing, the Proxy Form may be authenticated in a manner prescribed by the Corporations Regulations.
- (f) (execution on behalf of foreign companies): In the case of shareholders which are either foreign companies or other bodies corporate not incorporated under the Corporations Act, the Proxy Form must be executed in accordance with the laws governing execution of documents by such foreign companies or other bodies corporate.
- (g) (other authorised persons): If the person signing, or otherwise authenticating in a manner prescribed by the Corporations Regulations, the Proxy Form is doing so under power of attorney, or is an officer of a company outside of (e) and (f) above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy Form, must be received by the Company by the time and at the place in (h) below.
- (h) (lodgment place and deadline): A Proxy Form accompanies this Notice of Meeting. To be effective, Proxy Forms (duly completed and signed) must be received:
  - (i) IN PERSON – at Computershare Investor Services Pty Ltd, 452 Johnston Street, Abbotsford, VIC 3067, Australia; or
  - (ii) BY MAIL – at Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3001, Australia; or
  - (iii) BY FAX – (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555by not later than 48 hours before this Meeting (that is, by no later than 11.00 am (Sydney time) on Wednesday 26 November 2014), failing which the Proxy Form will be disregarded for the purposes of this Meeting.

## Shareholders who are entitled to Vote

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For the purposes of this Meeting and in accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that a person's entitlement to vote at this Meeting will be the entitlement of that person as set out in the register of members of the Company as at 7.00 pm (Sydney time) on Wednesday 26 November 2014.

### Item 1: Receipt of Annual Financial Report

- 1.1 As required by the Corporations Act, the Financial Report, the Directors' Report, and the Auditor's Report for the financial year ended 30 June 2014 will be laid before this Meeting. There is no requirement for a formal resolution on this item. However, the Chair of the Meeting will allow a reasonable opportunity for the shareholders as a whole at this Meeting to ask questions about, or make comments on, these reports.
- 1.2 Shareholders should refer to paragraphs 8.1 to 8.6 below in relation to asking questions directed to the Auditor.

### Item 2: Adoption of Remuneration Report

- 2.1 The Company's Annual Report for the year ended 30 June 2014 contains a Remuneration Report on pages 12 to 22 ("**the Remuneration Report**"). The Remuneration Report sets out the policy for the remuneration of the Directors and certain senior managers of the Company and the entities it controlled during the year ended 30 June 2014 ("**the Primary Group**"). The Remuneration Report is available on the Company's website at [www.primaryhealthcare.com.au](http://www.primaryhealthcare.com.au).
- 2.2 The Chair of the Meeting will allow a reasonable opportunity for the shareholders as a whole to ask questions about, or make comments on, the Remuneration Report.
- 2.3 While section 250R of the Corporations Act requires that a resolution be put to shareholders to adopt the Remuneration Report, it also states that the vote on the resolution to adopt the Remuneration Report is advisory only and does not bind the Directors or the Company.
- 2.4 Under changes to the Corporations Act that came into effect on 1 July 2011, if at least 25% of the votes cast on the resolution are against the adoption of the relevant Remuneration Report at two consecutive Annual General Meetings ("**AGM**", and any such potential 25% or more vote 'against' commonly referred to as a "first strike" or "second strike"), shareholders will be required to vote at the second of those AGMs on a resolution that another general meeting be held within 90 days, at which all of the company's directors in office at the time of second Remuneration Report (other than the managing director) must stand for re-election. In the case of the Company, there has been no first strike (or second strike) since the Corporations Act changes came into effect: at each of the relevant AGMs of the Company the vote was overwhelmingly in favour of the Remuneration Report relevant to that AGM.
- 2.5 The Remuneration Report:
  - (a) provides discussion of the Board's policy on remuneration of directors and senior managers, and the relationship between such policy and the Company's performance; and
  - (b) sets out prescribed information in relation to the directors and senior managers, including their fixed remuneration and any performance-related remuneration.
- 2.6 The remuneration policy for the senior executives of the Primary Group aims to align long-term incentives for senior executives with the delivery of sustainable value to shareholders. This alignment of interests is important in ensuring that senior executives are focused on delivering sustainable returns to shareholders, while allowing the Primary Group to attract and retain senior executives with the appropriate skills, qualifications and experience.
- 2.7 The Board's Nomination and Remuneration Committee reviews the remuneration packages of directors and senior executives on an annual basis and makes recommendations to the Board. Remuneration packages are reviewed with due regard to performance and other relevant factors.
- 2.8 Independent experts are available to the Nomination and Remuneration Committee, if required and where appropriate, to assist with its deliberations. The Nomination and Remuneration Committee has the authority to retain legal, accounting or other advisers, consultants or experts as the Committee considers appropriate, to assist it to meet its responsibilities in developing remuneration recommendations for the Board, by providing independent advice regarding remuneration strategies, incentive plans and objective market practice of other listed companies.
- 2.9 Senior executives may also be eligible to participate in Primary's Employee Option Plan. However, no offer of options or performance rights was made to any key management personnel during the year ended 30 June 2014.
- 2.10 Non-executive Directors receive a fixed fee, which includes superannuation contributions. Fees are not linked to the performance of the Company so that independence and impartiality is maintained. Superannuation contributions were made at a rate of 9.25% for the year ended 30 June 2014, and are made at the rate of 9.5% from 1 July 2014 onwards, which satisfies the Company's statutory superannuation obligations.

### Voting exclusion statement in respect of Item 2

- 2.11 The following persons may not vote, and the Company will disregard any votes cast by the following persons, on the resolution in Item 2:
  - (a) each of the 9 Directors of the Company named in the table on page 8 of the Annual Report;
  - (b) each of the 11 key management personnel of the Primary Group named in the "KMP (2014)" table on page 13 of the Annual Report;
  - (c) each "closely related party" (as defined in section 9 of the Corporations Act) of a person in (a) or (b) above.

- 2.12 However, a person described in paragraph 2.11 above may cast a vote on the resolution in Item 2 if all of the following are satisfied:
- (a) the person in paragraph 2.11 is appointed as a proxy; and
  - (b) the shareholder making the appointment does not fall within paragraph 2.11; and
  - (c) the shareholder directs in the Proxy Form how the proxy is to vote (either “For” or “Against”) on the resolution in Item 2.

### Recommendation on Item 2

- 2.13 The Remuneration Report forms part of the Directors’ Report for the year ended 30 June 2014 and is made in accordance with a unanimous resolution of the Directors. While noting that each Director has a personal interest in their remuneration, as described in the Remuneration Report, your Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

## Item 3: Re-election of Mr Brian Ball as a director

- 3.1 Information in relation to Mr Brian Ball:
- (a) *Relationship with the Company:* Mr Brian Ball, B.Ec, aged 65, is a Non-executive Director of the Company who was first appointed in 1994. He has a relevant interest in 87,000 shares in the Company. He is the Chairman of the Audit Committee and a member of the Nomination and Remuneration Committee.
  - (b) *Background and experience:* Mr Ball, is a part-owner of the private equity management company, Advent Private Capital Pty Ltd. Mr Ball joined Advent in 1986 and was the Chairman or a Director of over 25 investee businesses receiving equity capital from funds managed by the Advent Group, as well as the Advent IV and Advent V private equity management funds.
  - (c) *Other current Directorships:* Mr Ball currently holds no other directorships.

### Recommendation on Item 3

- 3.2 Your Directors (other than Mr Ball who abstains) unanimously recommend that you vote in favour of the re-election of Mr Brian Ball.

## Item 4: Re-election of Dr Paul Jones as a director

- 4.1 Information in relation to Dr Paul Jones:
- (a) *Relationship with the Company:* Dr Jones, M.B., B.S., F.A.M.A, aged 60, is a Non-executive Director of the Company who was first appointed in 2010. He has a relevant interest in 10,121 shares in the Company. He is a member of the Audit Committee and the Risk Management Committee.
  - (b) *Background and experience:* Dr Jones has over 30 years’ experience in a broad range of general medical practice, including nine years’ experience in the Primary Group’s medical centres. Dr Jones originally trained at the Repatriation and General Hospital, Concord NSW and subsequently at Calvary Public Hospital, Bruce ACT. He has been a Director and Federal Councillor of the Australian Medical Association (“AMA”), a past President of AMA ACT and a member of the Federal AMA Council of General Practice. He was formerly a general practitioner adviser to Calvary Public Hospital and held roles as GPVMO and Director, Medical Education Program. Dr Jones is a former Chair of ACT GP Workforce Working Group and a member in 2009 of the ACT Health Minister’s GP Task Force. In 2010 he was awarded Fellowship of the AMA.
  - (c) *Other current Directorships:* Dr Jones currently holds no other directorships.

### Recommendation on Item 4

- 4.2 Your Directors (other than Dr Jones who abstains) unanimously recommend that you vote in favour of the re-election of Dr Paul Jones.

## Item 5: Re-election of Mr Andrew Duff as a director

- 5.1 Information in relation to Mr Andrew Duff:
- (a) *Relationship with the Company:* Mr Duff, ACA, aged 53, is the Company’s Finance Director and an Executive Director of the Company who was first appointed in 2011. Mr Duff is a Member of the Institute of Chartered Accountants in Australia. He has a relevant interest in 79,767 shares in the Company. He is a member of the Risk Management Committee.
  - (b) *Background and experience:* Mr Duff joined the Company following its public listing in 1998. Prior to joining the Company, Mr Duff was Chief Accountant of Medical Defence of Australia from 1995 to 1998, an Insolvency Manager from 1993 to 1995, and a Senior Audit Manager at Deloitte Touche Tohmatsu in both London and Sydney from 1985 to 1993. Mr Duff’s responsibilities include managing all aspects of the Primary Group’s financial affairs, capital management, taxation matters, and liaison with external shareholders, investors, analysts and regulators.
  - (c) *Other current Directorships:* Mr Duff is a Director of a significant number of the Company’s wholly-owned operational subsidiaries.

### Recommendation on Item 5

- 5.2 Your Directors (other than Mr Duff who abstains) unanimously recommend that you vote in favour of the re-election of Mr Andrew Duff.

### Item 6: Re-election of Mr Henry Bateman as a director

- 6.1 Information in relation to Mr Henry Bateman:
- (a) *Relationship with the Company:* Mr Bateman, LLB, aged 38, is General Manager of the Company's Medical Centres division and an Executive Director of the Company who was first appointed in 2011. Mr Bateman has a Bachelor of Laws from Bond University. He has a relevant interest in 200,195 shares in the Company. He is a member of the Risk Management Committee.
  - (b) *Background and experience:* Mr Bateman joined the Company in 2000. Formerly a commercial lawyer with Norton Smith Solicitors, his experience in the Primary Group includes previous roles as Company Solicitor overseeing the development of the Primary Group's commercial litigation and contracts, and industrial relations policy and procedure. In 2004, Mr Bateman became Head of Operations, Medical Centres, establishing a management team and structure that conducted the rapid roll-out and development of large-scale medical models, before becoming General Manager of Medical Centres.
  - (c) *Other current Directorships:* Mr Bateman is a Director of all of the Company's wholly-owned operational medical centre subsidiaries.

### Recommendation on Item 6

- 6.2 Your Directors (other than Mr Henry Bateman who abstains) unanimously recommend that you vote in favour of the re-election of Mr Henry Bateman.

### General: Questions and comments on management of the Company

- 7.1 The Chair of the Meeting will allow a reasonable opportunity for the shareholders as a whole at this Meeting to ask questions about, or make comments on, the management of the Company.

### General: Questions to the Auditor

- 8.1 Any shareholder may submit to the Company a written question directed to the Company's auditor, Deloitte Touche Tohmatsu ("**the Auditor**"), if the question is relevant to:
- (a) the content of the Auditor's Report to be considered at this Meeting; or
  - (b) the conduct of the audit of the Annual Financial Report to be considered at this Meeting.
- 8.2 Any relevant written question under paragraph 8.1 above must be received by the Company no later than 5.00 pm (Sydney time) on Friday 21 November 2014.
- 8.3 The Company will pass the questions on to the Auditor. The Auditor will then prepare, and give to the Company, a list of the relevant questions. The Company will, at or before the start of this Meeting, make copies of the questions list reasonably available to the shareholders attending this Meeting.
- 8.4 If the Auditor prepares a written answer to a written question submitted under paragraphs 8.1 and 8.2 above, the Chair of the Meeting may permit the Auditor or their representative to table the written answer to the written question. The Company will make the tabled written answer reasonably available to shareholders as soon as practicable after this Meeting.
- 8.5 The Chair of the Meeting will allow a reasonable opportunity for the Auditor or their representative to answer relevant written questions submitted under paragraphs 8.1 and 8.2 above.
- 8.6 The Chair of the Meeting will allow a reasonable opportunity for the shareholders as a whole at this Meeting to ask the Auditor or the Auditor's representative questions relevant to:
- (a) the conduct of the audit;
  - (b) the preparation and content of the Auditor's Report;
  - (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
  - (d) the independence of the Auditor in relation to the conduct of the audit.

### General: Undirected proxies

- 9.1 The Chair of the Meeting intends to vote undirected proxies in favour of each of the resolutions in Items 2 to 6.





# Primary Health Care Limited

ABN 24 064 530 516

## Lodge your vote:



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

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MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

**For your vote to be effective it must be received by 11.00 am (Sydney time) Wednesday 26 November 2014**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. If you wish to appoint two proxies, please use a separate proxy form to appoint each proxy. The percentage of votes or number of securities to be exercised by each proxy should be specified next to each proxy's name in their proxy form or on the back page of this form.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, any one of the securityholders may sign.

**Power of Attorney:** Please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or a corporate proxy is to attend the meeting you will need to execute the appropriate "Certificate of Appointment of Corporate Representative" and lodge the certificate, or a copy of it, by 4.00 pm (Sydney time) on the day **before** the Meeting at the place or by the method for lodging Proxy Forms as set out in the top right hand corner above, or by lodging the certificate, or a copy of it, at the registered office of the Company prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- ☒ Review your securityholding
- ☒ Update your securityholding

**Your secure access information is:**

**SRN/HIN: I999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Primary Health Care Limited hereby appoint

☐

the Chairman  
of the Meeting OR



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Primary Health Care Limited to be held at Sofitel Sydney Wentworth, Level 4, 61-101 Phillip Street, Sydney NSW 2000 on Friday 28 November 2014 at 11.00 am (Sydney time) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2 below.

### STEP 2 Items of Business



**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

#### ORDINARY BUSINESS

|                                                 | For                      | Against                  | Abstain                  |
|-------------------------------------------------|--------------------------|--------------------------|--------------------------|
| Item 2. Adoption of Remuneration Report         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3. Re-elect Mr Brian Ball as a Director    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 4. Re-elect Dr Paul Jones as a Director    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 5. Re-elect Mr Andrew Duff as a Director   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 6. Re-elect Mr Henry Bateman as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_

Date

PRY

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