

Notice of Annual General Meeting 2016



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

Date: Friday 25 November 2016

Time: 11.00 am (Sydney time) (Registration will commence at 10.00 am)

Venue: Fort Macquarie Room, Intercontinental Hotel Sydney,
117 Macquarie Street, Sydney NSW 2000

PRIMARY HEALTH CARE LIMITED
(ACN 064 530 516)

Items of business

1. Receipt of Annual Financial Report

To receive and consider the Company's Financial Report, the Directors' Report, and the Auditor's Report, for the year ended 30 June 2016.

2. Adoption of the 2016 Remuneration Report

To consider and if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2016 be adopted."

3. To re-elect Dr Paul Jones as a Director

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

"That Dr Paul Jones, being a Director who retires by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for re-election, is re-elected as a Director of the Company."

4. To re-elect Dr Errol Katz as a Director

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

"That Dr Errol Katz, being a Director who retires by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for re-election, is re-elected as a Director of the Company."

5. Renewal of proportional takeover approval provisions

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

"That the proportional takeover approval provisions contained in Schedule 2 of the Company's Constitution are renewed for a period of 3 years with effect from the date of this meeting."

For further information, please refer to the Explanatory Statement which forms part of this Notice of Meeting.

By order of the Board



Charles Tilley
Company Secretary

Dated: 19 October 2016

How to vote

A shareholder entitled to attend and vote at the AGM may vote by:

- (a) attending this AGM in person; or
- (b) appointing a proxy, attorney or in the case of a corporate shareholder, a corporate representative, to vote at this AGM on their behalf.

Voting by Proxy

- (a) (right to appoint): Each shareholder has the right to appoint a proxy to attend and vote for the shareholder at this AGM.
- (b) (two proxies): To enable a shareholder to divide their voting rights, a shareholder who is entitled to cast 2 or more votes may appoint 2 proxies. Where 2 proxies are appointed:
 - (i) a separate Proxy Form should be used to appoint each proxy;
 - (ii) each Proxy Form must specify the proportion, or the number, of votes that the proxy may exercise. If no such percentage or number of votes is stated, 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) (Chair as fall-back proxy) If a Proxy Form does not specify the proxy (but is otherwise effective), the shareholder will be treated as validly appointing the Chair of the Meeting as the proxy in respect of all the shares of that member.

Under the *Corporations Act 2001* (Cth) ("**Corporations Act**"), there are additional circumstances where the Chair of the Meeting will be taken to have been appointed as a shareholder's proxy for the purposes of voting on a particular resolution, even if the shareholder has not expressly appointed the Chair of the Meeting as their proxy. This will be the case where:

 - (i) a poll is duly called on the resolution;
 - (ii) a shareholder has appointed a proxy (other than the Chair) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
 - (iii) the proxy is either not recorded as attending the AGM, or the proxy attends this AGM but does not vote on the resolution.
- (e) (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; or
 - (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 2001* (Cth) ("**Corporations Regulations**").
- (f) (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 the shareholder 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 shareholder which is a company, by either 2 directors or a director and a 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.
- (g) (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.
- (h) (execution by 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 (f) and (g) 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 (i) below.
- (i) (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 – as an original at Computershare Investor Services Pty Limited, 452 Johnston Street, Abbotsford, VIC 3067, Australia; or
 - (ii) BY MAIL – as an original at Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001, Australia; or
 - (iii) BY FAX – (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555; or
 - (iv) ONLINE – at www.investorvote.com.au (by following the steps set out on that site);

by not later than 48 hours before this AGM (that is, by no later than 11.00 am (Sydney time) on Wednesday 23 November 2016) ("**Proxy Deadline**"), failing which the Proxy Form will be disregarded for the purposes of this AGM.

Corporate representatives and attorneys

A shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective, attorneys must lodge the original (or a copy) of the power of attorney under which they have been authorised to attend and vote at the AGM with Computershare Investor Services Pty Ltd via the methods described in paragraph (i) above, by no later than the Proxy Deadline.

Corporate shareholders wishing to appoint a representative to attend and vote at this AGM on their behalf must provide that representative with an appropriately executed corporate representative certificate authorising him or her as the corporate representative, which specifies the shareholders' name and the name or title of the corporate representative, and which identifies the Company's name and the meeting(s) at which the representative may act. The corporate representative certificate (or a copy of it) must be lodged with Computershare Investor Services Pty Ltd by 4.00 pm on Thursday 24 November 2016, via any of the methods in paragraph (i) above.

Shareholders entitled to vote

The Directors have determined that a person's entitlement to vote at this AGM 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 23 November 2016.

Questions and comments to the Chair of the Meeting

The Chair of the Meeting will allow a reasonable opportunity for the shareholders as a whole at this AGM to ask questions about, or make comments on the Financial Report, the Directors' Report, the Auditor's Report, the Remuneration Report or the management of the Company generally.

In addition, any shareholder may submit to the Company a written question directed to the Chair of the Meeting if the question is relevant to the above matters. Written questions must be received by the Company no later than 5.00 pm (Sydney time) on Friday 18 November 2016. A list of relevant written questions 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.

Questions to the Auditor

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 AGM; or
- (b) the conduct of the audit of the Financial Report to be considered at this AGM.

Relevant written questions must be received by the Company no later than 5.00 pm (Sydney time) on Friday 18 November 2016. A list of written questions 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.

Explanatory Statement

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 2016 will be laid before this AGM.
- 1.2 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 AGM to ask questions about, or make comments on, these reports.

Item 2: Adoption of the 2016 Remuneration Report

- 2.1 The Company's Annual Report for the year ended 30 June 2016 contains a Remuneration Report on pages 39 to 67 ("**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 2016 ("**the Primary Group**"). The Company's 2016 Annual Report (which includes the 2016 Remuneration Report) is available on the Company's website at www.primaryhealthcare.com.au.
- 2.2 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 (each an "**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 the directors' resolution to make the Directors' Report containing that second Remuneration Report (other than the managing director) must stand for re-election.
- 2.3 The 2016 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;
 - (b) sets out prescribed information in relation to the Directors and senior managers, including their fixed remuneration and any performance-related remuneration;
 - (c) sets out the continuing actions taken by the Directors in response to the first "strike" received at the Company's 2014 AGM (noting that there was no second "strike" at the 2015 AGM).
- 2.4 The 2016 Directors' Report (which includes the 2016 Remuneration Report and forms part of the Company's 2016 Annual Report) also sets out the changes made by your Directors to the governance of the Company since last year's AGM.
- 2.5 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.
- 2.6 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 are maintained. Superannuation contributions were made at a rate of 9.5% for the year ended 30 June 2016, which satisfies the Company's statutory superannuation obligations.
- 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 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 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.
- 2.10 Shareholders will be asked to vote on a resolution to adopt the Remuneration Report at the meeting. The vote on the resolution will be advisory only and will not bind the Directors, however the Board will take the outcome of the vote and any discussion into consideration when reviewing the remuneration policy for Directors and senior managers in the future.

Explanatory Statement

Voting exclusion statement in respect of Item 2

- 2.11 Item 2 is a resolution connected directly or indirectly with the remuneration of key management personnel ("**KMP**").
- 2.12 The following persons may not vote (in person or by proxy), and the Company will disregard any votes cast by or on behalf of the following persons, on the resolution in Item 2:
- (a) the KMP of the Primary Group (as set out on page 42 of the 2016 Annual Report), whose remuneration details are included in the Remuneration Report; and
 - (b) each "closely related party" (as defined in section 9 of the Corporations Act) of a KMP.
- 2.13 However, a person described in paragraph 2.12 above may cast a vote on the resolution in Item 2 if:
- (a) the person in paragraph 2.12 is appointed as a proxy, and the proxy appointment specifies how the proxy is to vote on the resolution in Item 2; or
 - (b) the appointed proxy is the Chair of the Meeting and:
 - (i) the appointment does not specify how the Chair is to vote on the resolution in Item 2; and
 - (ii) the appointment expressly authorises the Chair to exercise the proxy even if the resolution in Item 2 is connected directly or indirectly with the remuneration of a KMP.

If you appoint the Chair of the Meeting as your proxy, and you do not direct your proxy on how to vote on the resolution in Item 2 on the Proxy Form, you will be expressly authorising the Chair of the Meeting to exercise your proxy even if Item 2 is connected directly or indirectly with the remuneration of the a member of the KMP, which includes the Chair of the Meeting.

Recommendation on Item 2

- 2.14 The Remuneration Report forms part of the Directors' Report for the year ended 30 June 2016 and is made in accordance with a unanimous resolution of the Directors. The Company's 2016 Annual Report (incorporating the Remuneration Report) sets out significant changes that have been made by your Directors to the Company's remuneration and governance structures in response to the "first strike" received at the Company's 2014 AGM. The continuing actions on remuneration and governance are summarised in the Company's 2016 Annual Report in the Chairman's Letter (pages 8-9) and in the Letter from the Chair of the Nomination and Remuneration Committee (pages 40-41).
- 2.15 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.
- 2.16 The Chair of the Meeting intends to vote all available proxies in favour of Item 2.

Item 3: Re-election of Dr Paul Jones as a Director

- 3.1 Article 13.6 of the Company's Constitution requires that at the conclusion of every AGM, one third of the Board (other than casual appointees, alternate Directors or the Managing Director) must retire from office, but may be eligible for re-election. Dr Paul Jones will retire at the AGM and, being eligible, offers himself for re-election by shareholders.
- 3.2 Although the Company's Constitution requires that each Director offer him/herself for re-election at least every three years, the requirement for at least one third of the Board to retire at every AGM means that a Director may be required to retire after a shorter time interval. Because of the changes in the Board over the past two years, such a situation applies at the 2016 AGM and consequently Dr Jones has offered to submit himself for re-election despite the fact that he has served only two years since his most recent re-election at the 2014 AGM.
- 3.3 A profile of Dr Jones is as follows:
- (a) Relationship with the Company: Dr Jones, M.B., B.S., F.A.M.A, aged 62, is a Non-executive Director of the Company who was first appointed in 2010. He is a member of the Audit Committee and the Risk Management Committee. He has a relevant interest in 22,762 ordinary shares and 17,500 options over ordinary shares in the Company. Dr Jones practices as a General Practitioner ("GP") at a Primary Group medical centre in Port Macquarie, New South Wales.
 - (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 was a member of the ACT Health Minister's GP Task Force in 2009. In 2010 he was awarded Fellowship of the AMA.
 - (c) Other current Directorships: Nil.
 - (d) The Board considers that Dr Jones is an independent Director. In forming this view the Board has taken into account the relationship between Dr Jones and the Company arising from Dr Jones' practice as a GP at a Primary Group medical centre. The Board does not consider any aspect of that relationship (financial or otherwise) to be of a nature or magnitude that would cause Dr Jones not to be independent.

Recommendation on Item 3

- 3.4 Your Directors (other than Dr Jones, who abstains) unanimously recommend that you vote in favour of the re-election of Dr Jones.
- 3.5 The Chair of the Meeting intends to vote all available proxies in favour of Item 3.

Explanatory Statement

Item 4: Re-election of Dr Errol Katz as a Director

- 4.1 Dr Errol Katz will retire at the AGM in accordance with article 13.6 of the Company's Constitution (described at paragraph 3.1 above) and, being eligible, offers himself for re-election by shareholders.
- 4.2 A profile of Dr Katz is as follows:
- (a) Relationship with the Company: Dr Katz, M.B., B.S. (Hons), LLB (Hons) (Monash), MPP (Harvard), aged 46, is a Non-executive Director of the Company who was first appointed in 2010. He is the Chairman of the Risk Management Committee and a member of the Nomination and Remuneration Committee.
 - (b) Background and experience: Dr Katz has degrees in Medicine and Law from Monash University, and a Masters in Public Policy from Harvard University, where he was a Menzies Scholar. He has worked as a doctor at the Alfred Hospital, as a strategy consultant at the Boston Consulting Group and in strategy and operational roles at Visy Industries. Dr Katz has previously held a number of board roles in the public and private sector. Dr Katz currently works in private equity and investments.
 - (c) Other current Directorships: Dr Katz is a Director and Deputy Chair of Monash Health, the largest public hospital network in Victoria (Dr Katz is currently undergoing a statutory reappointment process). At Monash Health, Dr Katz has served as Chair of the Quality Committee and as a member of the Remuneration Committee.
 - (d) The Board considers that Dr Katz is an independent Director.

Recommendation on Item 4

- 4.3 Your Directors (other than Dr Katz, who abstains) unanimously recommend that you vote in favour of the re-election of Dr Katz.
- 4.4 The Chair of the Meeting intends to vote all available proxies in favour of Item 4.

Item 5: Renewal of proportional takeover approval provisions

- 5.1 The purpose of the special resolution is to renew, for 3 years, the proportional takeover approval provisions ("**the PTA provisions**") in Schedule 2 of the Company's Constitution.
- 5.2 Under the Corporations Act takeover bids for shares in a company can be made either as:
- (a) a full bid, that is, an offer for all shares in the target company ("**target**") (whether off-market or on-market); or
 - (b) a proportional bid, that is, an offer to buy only a specified proportion of each target shareholder's shares. (Historically, proportional bids have been less common in Australia than full bids.)
- 5.3 In contrast to a full bid, a successful proportional bidder can secure control of the target and leave the target shareholders, including those who accepted for the specified proportion of their holding, in a minority position. To address this potential disadvantage to target shareholders, the Corporations Act permits a company to insert PTA provisions into its constitution.
- 5.4 In brief, the effect of PTA provisions is to add an extra step into any proportional bid process: before any proportional bid can proceed, the target's shareholders (excluding the bidder) must approve the proportional bid via a vote. In more detail, the key elements of the PTA provisions in the Company's Constitution are:
- (a) If a proportional bid is made for shares in the Company then the Directors of the Company must either convene a meeting of shareholders, or hold a postal ballot, to vote on a resolution to approve the proportional takeover bid, so that the vote is held before the statutory deadline which is the day that is 2 weeks before the last day of the bid period.
 - (b) The bidder and its associates are precluded from voting on the resolution as to whether to approve the proportional bid.
 - (c) The proportional bid is approved if more than 50% of the votes cast on the resolution are in favour.
 - (d) If the shareholders have voted on the matter by the required deadline and did not pass the resolution then the practical effect is that the proportional bid cannot proceed and acceptances of the bid must be returned to the target shareholders. If the resolution is approved, transfers of securities to the bidder will be registered (provided they comply with the other provisions of the Constitution).
 - (e) If no resolution is voted on before the statutory deadline, then a resolution to approve the proportional takeover bid will be deemed to have been passed and the bid can proceed.
- 5.5 The Corporations Act requires that PTA provisions must have a sunset clause after at most 3 years, however the PTA provisions may be renewed from time to time (for up to 3 years each time) by special resolution of shareholders. The Company's Constitution, containing the PTA provisions, was adopted by special resolution of shareholders at a general meeting held on 30 May 2008. The PTA provisions were renewed or reinserted at Primary's 2010 and 2013 AGMs and are currently due to expire on 29 November 2016.
- 5.6 If the special resolution in Item 5 is duly passed, then the PTA provisions will be renewed and will remain in the Constitution and operate for another 3 years, that is, until 25 November 2019.
- 5.7 Some arguments in favour of renewing the PTA provisions are:
- PTA provisions give shareholders (apart from the bidder and its associates) a vote as to whether a proportional bid should proceed, potentially allowing those shareholders an opportunity to avoid being left in a minority position after the completion of a proportional takeover. This should ensure that the terms of any proportional bid are structured to be attractive to a majority of independent shareholders.
 - PTA provisions enable the Directors of the Company to ascertain the views of the Company's shareholders on a proportional takeover bid at the time the bid is made.

Explanatory Statement

- 5.8 Some arguments against renewing the PTA provisions are:
- PTA provisions make a proportional takeover more difficult to achieve and therefore proportional bids will be discouraged. This in turn may reduce opportunities which the shareholders may have to sell some of their shares at an attractive price to persons securing control of the Company, and it may reduce an element of proportional takeover speculation from the Company's share price.
 - PTA provisions impose an additional restriction on the ability of the shareholders to deal freely with their shares.
- 5.9 In the period since the Company adopted the PTA provisions in 2008, there have been no takeover bids for shares in the Company, either full or proportional, and therefore the PTA provisions have never been activated. Nor are the Directors aware of any takeover bid which was discouraged by the Company's PTA provisions. As at the date of this Explanatory Statement, none of the Directors is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.
- 5.10 Consequently, in the period from 30 May 2008 to the present, the Directors are of the view that the advantages and disadvantages for Directors and shareholders (as set out above) have been theoretical. For the future, the potential advantages and disadvantages of the PTA provisions include those discussed in the preceding paragraphs.
- 5.11 Because there are arguments both for and against the renewal of the PTA provisions, your Directors wish to ensure that shareholders are given the opportunity to have their say on whether the PTA provisions should be renewed or allowed to expire, and accordingly the Directors have placed Item 5 on the agenda for this AGM.

Recommendation on Item 5

- 5.12 Apart from the second bullet point in paragraph 5.7 above (the opportunity to sound out shareholders' views through a vote), there is no specific advantage or disadvantage for Directors, in relation to their capacity as Directors, in renewing the PTA provisions.
- 5.13 Your Directors are of the view that the PTA provisions give shareholders greater flexibility by giving them the opportunity to decide whether a proportional takeover bid should proceed. If a proportional takeover bid does proceed, the bid process means that individual holders will still be able to make a separate decision as to whether or not they wish to accept the bid for their securities. Your Directors consider that, on balance, renewal of the PTA provisions is in the best interests of shareholders.
- 5.14 Your Directors unanimously recommend that you vote in favour of the special resolution to renew the PTA provisions.
- 5.15 The Chair of the Meeting intends to vote all available proxies in favour of Item 5.

Primary Health Care Limited

ABN 24 064 530 516

Lodge your vote:



Online:

www.investorvote.com.au



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

For all enquiries call:

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

PRY

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

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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



For your vote to be effective it must be received by 11.00 am (Sydney time) on Wednesday 23 November 2016

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. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 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.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

Samples/000001/000001/i12

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 the Fort Macquarie Room, Intercontinental Hotel Sydney, 117 Macquarie Street, Sydney NSW 2000 on Friday 25 November 2016 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.

The Chairman of the Meeting intends to vote all available 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.

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 any item (including 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 the 2016 Remuneration Report	☐	☐	☐
Item 3. To re-elect Dr Paul Jones as a Director	☐	☐	☐
Item 4. To re-elect Dr Errol Katz as a Director	☐	☐	☐

Special Business

Item 5. To renew the proportional takeover approval provisions for 3 years	☐	☐	☐
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The Chairman of the Meeting intends to vote all available 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

999999A

Computershare +