

1 July 2020

Ms Leanne Ralph  
Company Secretary  
Estia Health Limited  
Level 9, 219-227 Elizabeth Street  
Sydney NSW 2000

Total Pages: 8 (including covering letter)

Dear Ms Ralph

**Notice of Change of Interests of Substantial Holder for Estia Health Limited ("the Company")**

Please find attached a copy of the above Notice that we have lodged with the ASX Market Announcements Office today in relation to a change in the relevant interest of Seven Group Holdings Limited (**SGH**) and its subsidiaries in the Company's ordinary shares.

In addition, SGH and its subsidiaries no longer hold the economic exposure in the Company's ordinary shares under the cash settled equity swaps noted by SGH in its prior substantial holder notices.

Yours faithfully



**Warren Coatsworth**  
Company Secretary

Cc    Company Announcement Office  
      ASX Limited  
      Level 6, 20 Bridge Street  
      SYDNEY NSW 2000

## Form 604

Corporations Act 2001  
Section 671B

### Notice of change of interests of substantial holder

To: Company Name/Surname **Estia Health Limited (Company)**

ACN/ARSN **160 986 201**

#### 1. Details of substantial holder (1)

Name **Seven Group Holdings Limited (SGH), Network Investment Holdings Pty Ltd (Network Investment) and SGH's other subsidiaries as set out in Annexure A (SGH Group)**

ACN (if applicable) **142 003 469**

There was a change in the interests of the substantial holder on 29/06/2020  
The previous notice was given to the company on 6/04/2017  
The previous notice was dated 5/04/2017

#### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice |  | Present notice |   |
|-------------------------|-----------------|--|----------------|---|
|                         | Person's votes  | Voting power (5)                                   | Person's votes | Voting power (5)                                    |
| Ordinary Shares         | 22,262,396      | 8.54% (based on 260,602,749 total ordinary shares) | 26,156,399     | 10.01% (based on 261,271,914 total ordinary shares) |

#### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change        | Person whose relevant interest changed                         | Nature of change (6)                                 | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|-----------------------|--|--|---|---|-------------------------|
| Set out in Annexure B | SGH, Network Investment and each other member of the SGH Group | Purchase of ordinary shares as set out in Annexure B | Set out in Annexure B                         | 3,894,003                               | 1.47%                   |

#### 4. Present relevant interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest  | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6)  | Class and number of securities | Person's votes |
|--|---------------------------------|--|--|--------------------------------|----------------|
| Network Investment   | Network Investment              | Network Investment                             | Relevant interest under subsection 608(1) of the Corporations Act 2001 (Cth) (Act) as the registered holder and beneficial owner of the shares   | 24,665,858                     | 9.44%          |
| SGH and each other member of the SGH Group (other than Network Investment) | Network Investment              | Network Investment                             | Each entity is an associate of and/or controls Network Investment, and accordingly has a relevant interest in the same shares under paragraphs 608(3)(a) and/or 608(3)(b) of the Act. (As none of these entities are entitled to be registered as holder of the shares, each entity's ability to vote and dispose of these shares is qualified accordingly.) | 24,665,858                     | 9.44%          |
| Network Investment   | UBS Nominees Pty Ltd            | Network Investment                             | Relevant interest under subsection 608(1) of the Act as the beneficial owner of the shares   | 1,490,541                      | 0.57%          |

|  |                      |                    |  |           |       |
|--|----------------------|--------------------|--|-----------|-------|
| SGH and each other member of the SGH Group (other than Network Investment) | UBS Nominees Pty Ltd | Network Investment | Each entity is an associate of and/or controls Network Investment, and accordingly has a relevant interest in the same shares under paragraphs 608(3)(a) and/or 608(3)(b) of the Act. (As none of these entities are entitled to be registered as holder of the shares, each entity's ability to vote and dispose of these shares is qualified accordingly.) | 1,490,541 | 0.57% |
|--|----------------------|--------------------|--|-----------|-------|

## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN (if applicable) | Nature of association  |
|------------------------------|--|
| SGH and the SGH Group        | SGH controls each member of the SGH Group and, as such, they are each associates of each other. The members of SGH Group are set out in Annexure A, some entities of which may have become members, or ceased to be members, since the last notice was given to the Company. |

## 6. Addresses

The addresses of persons in this form are as follows:

| Name      | Address   |
|-----------|---|
| SGH       | Level 30, 175 Liverpool Street, Sydney, NSW, 2000 |
| SGH Group | See Annexure A                                    |

**Signature**

print name Warren Coatsworth

capacity Company Secretary

sign here



date 1 July 2020

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Law.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg, if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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**Annexure 'A'**

This is Annexure 'A' of 2 pages referred to in the Form 604, signed by me and dated 1 July 2020



Warren Coatsworth  
Company Secretary

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| <b>Entity</b>                              | <b>ACN</b>  |
|--|-------------|
| C7 Pty Limited                             | 082 901 442 |
| Direct Target Access Pty Limited           | 072 507 227 |
| Industrial Investment Holdings Pty Limited | 166 596 710 |
| Kimlin Holdings Pty Limited                | 112 288 445 |
| Manooka Holdings Pty Limited               | 092 680 245 |
| Miltonstar Pty Limited                     | 074 811 144 |
| Network Investment Holdings Pty Limited    | 078 448 512 |
| Point Pty Limited                          | 009 643 501 |
| Realtime Reporters Pty Limited             | 009 371 055 |
| Seven (National) Pty Limited               | 153 299 159 |
| Seven (WAN) Pty Limited                    | 122 263 129 |
| Seven Custodians Pty Limited               | 089 327 551 |
| Seven Entertainment Pty Limited            | 085 598 429 |
| Seven Media Group Pty Limited              | 116 850 607 |
| Seven Network (United States) Inc          | N/A         |
| Seven Network International Limited        | 065 640 075 |
| Seven Network Investments Pty Limited      | 078 267 759 |
| Seven Network Limited                      | 052 816 789 |
| Seven Network Nominees Pty Limited         | 060 667 861 |
| Seven Resources Pty Limited                | 093 422 032 |
| SGH Communications Pty Limited             | 063 582 990 |
| SGH Energy (No 1) Pty Limited              | 168 933 355 |
| SGH Energy (No 2) Pty Limited              | 168 935 644 |
| SGH Energy Aust. Pty Limited               | 090 835 608 |
| SGH Energy NTP66 Pty Limited               | 123 243 470 |
| SGH Energy Pty Limited                     | 058 818 278 |
| SGH Energy VICP54 Pty Limited              | 108 405 009 |
| SGH Energy VICP56 Pty Limited              | 125 036 142 |
| SGH Energy WA Pty Limited                  | 113 911 274 |
| SGH Energy WA377P Pty Limited              | 123 243 274 |
| SGH Productions Pty Limited                | 091 398 471 |
| SMG Executives Pty Limited                 | 128 792 003 |
| SMG FINCO Pty Limited                      | 122 728 321 |
| SNZ Pty Limited                            | 124 503 028 |
| Specialised Investments Pty Limited        | 163 941 884 |
| Tallglen Pty Limited                       | 058 439 786 |
| WesTrac Holdings Pty Limited               | 009 336 109 |

All companies listed above have a registered office located at Level 30, 175 Liverpool Street, Sydney, NSW, 2000 except Seven Network (United States) Inc: 1013 Centre Road, City of Wilmington, Delaware, USA

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| <b>Entity</b>                              | <b>ACN</b>  |
|--|-------------|
| Allight Holdings Pty Ltd                   | 070 926 555 |
| AllightPrimax FZCO                         | N/a         |
| AllightSykes Pty Ltd                       | 053 434 807 |
| AllightSykes New Zealand Limited           | N/a         |
| Allight Sykes SA (Proprietary) Limited     | N/a         |
| F.G.W Pacific Pty Ltd                      | 085 531 353 |
| Mining Equipment Spares Pty Ltd            | 133 869 191 |
| National Hire Facilitation Pty Limited     | 128 890 442 |
| National Hire Group Limited                | 076 688 938 |
| Primax USA Inc                             | N/a         |
| Pump Rentals Pty Ltd                       | 057 090 561 |
| Sitech Solutions Pty Limited               | 137 343 090 |
| Sitech (WA) Pty Limited                    | 139 286 454 |
| Sykes Group Pty Limited                    | 004 093 752 |
| Sykes Fleet Services Pty Limited           | 074 656 027 |
| WesTrac Pty Limited                        | 009 342 572 |
| WesTrac Machinery Distribution Pty Limited | 155 500 413 |

All companies listed above have a registered office located at 12 Hoskins Road, Landsdale, WA, 6065, except:

- AllightPrimax FZCO: Plot No. S50119, Jebel Ali Free Zone South, Dubai, UAE
- Allight Sykes SA (Proprietary) Limited: 2 Eglin Road, Sunning Hill, South Africa, 2157
- Mining Equipment Spares Pty Ltd: 327 Victoria Road, Malaga, WA, 6090
- PT Allightsykes: Jl Proklamsi #38 RT 32, Balikpapan, Indonesia
- Primax USA Inc: 11000 S Commerce Blvd Charlotte NC 28273
- Sitech Solutions Pty Limited: 33 Allison Street, Bowen Hills, QLD, 4006
- Sitech (WA) Pty Ltd: 128 Great Eastern Highway, South Guildford, WA, 6055

| <b>Entity</b>                                 | <b>ACN</b>  |
|---|-------------|
| All Hire Pty Limited                          | 066 054 500 |
| Allplant Services Pty Limited                 | 007 691 910 |
| Australian Highway Plant Services Pty Limited | 060 383 511 |
| Coates Fleet Pty Limited                      | 073 603 559 |
| Coates Group Pty Limited                      | 126 739 240 |
| Coates Group Holdings Pty Limited             | 126 069 341 |
| Coates Hire Holdco SPV Pty Limited            | 607 858 328 |
| Coates Hire Access SPV Pty Limited            | 607 868 333 |
| Coates Hire Limited                           | 073 603 586 |
| Coates Hire Operations Pty Limited            | 074 126 971 |
| Coates Hire Overseas Investments Pty Limited  | 086 464 379 |
| Coates Hire (NZ) Limited                      | N/a         |
| Coates Hire Traffic Solutions Pty Limited     | 114 055 640 |
| DWB (NH) Pty Limited                          | 003 620 951 |
| Nahi Pty Limited                              | 077 777 238 |
| National Hire Equipment Pty Limited           | 080 468 293 |
| National Hire Finance Pty Limited             | 117 581 530 |
| National Hire Operations Pty Limited          | 080 468 319 |
| National Hire Properties Pty Limited          | 101 354 107 |
| National Hire Trading Pty Limited             | 080 468 328 |
| Ned Finco Pty Limited                         | 128 290 844 |
| PT Coates Hire Indonesia                      | N/a         |
| PT Coates Services Indonesia                  | N/a         |
| True Blue Hire Australia Pty Limited          | 080 468 266 |

All companies listed above have a registered office located at Level 6, 241 O'Riordan Street, Mascot NSW 2020 except:

- Coates Hire (NZ) Limited: Bell Gully, Level 22, Vero Centre, 48 Shortland Street, Auckland, NZ
- PT Coates Hire Indonesia: Gedung World Trade Centre 5 Lt. 3A, Jl.Jend. Surdiman Kav. 29-31, Karet, Setiabudi, Jakarta, 12920 Indonesia
- PT Coates Services Indonesia: WISMA GKBI Lt. 39 S3901 Jl. Jend. Surdiman No. 28, Bendungan Hiliar, Tnar Abung, Jakarta Pusat, DKI Jakarta Raya, Indonesia

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**Annexure 'B'**

This is Annexure 'B' of 3 pages referred to in the Form 604 (Notice of change of interests of substantial holder), signed by me and dated 1 July 2020.



Warren Coatsworth  
Company Secretary

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**Table 1 – 06/04/2017 to 13/04/2020**

| Holder of relevant interest                              | Date of acquisition | Consideration (7) |          | Class and number of securities   |
|--|---------------------|-------------------|----------|----------------------------------|
|  |                     | Cash              | Non-cash |                                  |
| SGH, Network Investment and each member of the SGH Group | 06/04/2017          | \$4,027,221.50    | -        | 1,233,490 ordinary shares        |
| SGH, Network Investment and each member of the SGH Group | 07/04/2017          | \$1,510,336.60    | -        | 478,000 ordinary shares          |
| SGH, Network Investment and each member of the SGH Group | 10/04/2017          | \$772,634.98      | -        | 242,799 ordinary shares          |
| SGH, Network Investment and each member of the SGH Group | 11/04/2017          | \$817,389.65      | -        | 256,235 ordinary shares          |
| SGH, Network Investment and each member of the SGH Group | 12/04/2017          | \$534,049.96      | -        | 167,898 ordinary shares          |
| SGH, Network Investment and each member of the SGH Group | 13/04/2017          | 79,464.44         | -        | 25,040 ordinary shares           |
| <b>Total</b>   |                     |                   |          | <b>2,403,462 ordinary shares</b> |

**Table 2– 26/06/2020 to 01/07/2020**

| Holder of relevant interest                              | Date of acquisition | Consideration (7) |          | Class and number of securities |
|--|---------------------|-------------------|----------|--------------------------------|
|  |                     | Cash              | Non-cash |                                |
| SGH, Network Investment and each member of the SGH Group | 26/06/2020          | \$1.525 per share | -        | 25,083 ordinary shares         |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020          | \$1.480 per share | -        | 1,299 ordinary shares          |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020          | \$1.485 per share | -        | 15,451 ordinary shares         |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020          | \$1.490 per share | -        | 5,469 ordinary shares          |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020          | \$1.495 per share | -        | 8,439 ordinary shares          |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020          | \$1.500 per share | -        | 11,557 ordinary shares         |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020          | \$1.505 per share | -        | 15,348 ordinary shares         |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020          | \$1.510 per share | -        | 11,794 ordinary shares         |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020          | \$1.515 per share | -        | 6,743 ordinary shares          |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020          | \$1.520 per share | -        | 7,766 ordinary shares          |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020          | \$1.525 per share | -        | 25,206 ordinary shares         |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020          | \$1.530 per share | -        | 69,821 ordinary shares         |

|  |            |                   |   |                         |
|--|------------|-------------------|---|-------------------------|
| SGH, Network Investment and each member of the SGH Group | 29/06/2020 | \$1.535 per share | - | 17,880 ordinary shares  |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020 | \$1.540 per share | - | 5,260 ordinary shares   |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020 | \$1.545 per share | - | 52,201 ordinary shares  |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020 | \$1.548 per share | - | 4,862 ordinary shares   |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020 | \$1.550 per share | - | 18,773 ordinary shares  |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020 | \$1.555 per share | - | 42,019 ordinary shares  |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020 | \$1.558 per share | - | 716 ordinary shares     |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020 | \$1.560 per share | - | 19,537 ordinary shares  |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020 | \$1.565 per share | - | 12,539 ordinary shares  |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020 | \$1.570 per share | - | 8,878 ordinary shares   |
| SGH, Network Investment and each member of the SGH Group | 29/06/2020 | \$1.575 per share | - | 7,328 ordinary shares   |
| SGH, Network Investment and each member of the SGH Group | 30/06/2020 | \$1.515 per share | - | 2,882 ordinary shares   |
| SGH, Network Investment and each member of the SGH Group | 30/06/2020 | \$1.520 per share | - | 5,525 ordinary shares   |
| SGH, Network Investment and each member of the SGH Group | 30/06/2020 | \$1.525 per share | - | 5,555 ordinary shares   |
| SGH, Network Investment and each member of the SGH Group | 30/06/2020 | \$1.528 per share | - | 71 ordinary shares      |
| SGH, Network Investment and each member of the SGH Group | 30/06/2020 | \$1.530 per share | - | 30,442 ordinary shares  |
| SGH, Network Investment and each member of the SGH Group | 30/06/2020 | \$1.535 per share | - | 45,183 ordinary shares  |
| SGH, Network Investment and each member of the SGH Group | 30/06/2020 | \$1.540 per share | - | 26,855 ordinary shares  |
| SGH, Network Investment and each member of the SGH Group | 30/06/2020 | \$1.545 per share | - | 4,801 ordinary shares   |
| SGH, Network Investment and each member of the SGH Group | 30/06/2020 | \$1.550 per share | - | 777,831 ordinary shares |
| SGH, Network Investment and each member of the SGH Group | 30/06/2020 | \$1.555 per share | - | 1,401 ordinary shares   |
| SGH, Network Investment and each member of the SGH Group | 30/06/2020 | \$1.560 per share | - | 1,234 ordinary shares   |
| SGH, Network Investment and each member of the SGH Group | 30/06/2020 | \$1.565 per share | - | 4,363 ordinary shares   |
| SGH, Network Investment and each member of the SGH Group | 1/07/2020  | \$1.535 per share | - | 536 ordinary shares     |
| SGH, Network Investment and each member of the SGH Group | 1/07/2020  | \$1.545 per share | - | 181 ordinary shares     |
| SGH, Network Investment and each member of the SGH Group | 1/07/2020  | \$1.550 per share | - | 57 ordinary shares      |
| SGH, Network Investment and each member of the SGH Group | 1/07/2020  | \$1.555 per share | - | 152 ordinary shares     |
| SGH, Network Investment and each member of the SGH Group | 1/07/2020  | \$1.560 per share | - | 116 ordinary shares     |
| SGH, Network Investment and each member of the SGH Group | 1/07/2020  | \$1.565 per share | - | 1,700 ordinary shares   |
| SGH, Network Investment and each member of the SGH Group | 1/07/2020  | \$1.570 per share | - | 151,605 ordinary shares |

|  |           |                   |   |                                  |
|--|-----------|-------------------|---|----------------------------------|
| SGH, Network Investment and each member of the SGH Group | 1/07/2020 | \$1.572 per share | - | 18 ordinary shares               |
| SGH, Network Investment and each member of the SGH Group | 1/07/2020 | \$1.575 per share | - | 3,107 ordinary shares            |
| SGH, Network Investment and each member of the SGH Group | 1/07/2020 | \$1.577 per share | - | 36 ordinary shares               |
| SGH, Network Investment and each member of the SGH Group | 1/07/2020 | \$1.580 per share | - | 3,968 ordinary shares            |
| SGH, Network Investment and each member of the SGH Group | 1/07/2020 | \$1.585 per share | - | 6,049 ordinary shares            |
| SGH, Network Investment and each member of the SGH Group | 1/07/2020 | \$1.590 per share | - | 8,739 ordinary shares            |
| SGH, Network Investment and each member of the SGH Group | 1/07/2020 | \$1.595 per share | - | 4,589 ordinary shares            |
| SGH, Network Investment and each member of the SGH Group | 1/07/2020 | \$1.600 per share | - | 9,576 ordinary shares            |
| <b>TOTAL</b>   |           |                   |   | <b>1,490,541 ordinary shares</b> |