

**Allens**

Deutsche Bank Place  
Corner Hunter and Phillip Streets  
Sydney NSW 2000 Australia

T +61 2 9230 4000

F +61 2 9230 5333

www.allens.com.au

GPO Box 50  
Sydney NSW 2001 Australia

ABN 47 702 595 758

**Allens > < Linklaters**

10 February 2022

Market Announcements Office  
ASX Limited  
Level 4  
North Tower, Rialto  
525 Collins Street  
Melbourne VIC 3000

**By e-lodgement**

Dear Sir/Madam

**Form 604 (Notice of change of interests of substantial holder) in relation to Virtus Health Limited (ASX: VRT)**

We act for BGH (as defined in the attached).

On 14 December 2021, Oceania (as defined in the attached), an entity controlled by BGH, entered into a total return swap with UBS AG, Australia Branch (ABN 47 088 129 613) (the **Swap**), with an option for physical settlement, over fully paid ordinary shares in Virtus Health Limited (ACN 129 643 492) (ASX: VRT) (the **Shares**). A copy of the Swap confirmation letter was annexed to the notice of initial substantial holder lodged on behalf of BGH on 15 December 2021.

Oceania has now exercised its right to physically settle the Swap in full and became the holder of 8,553,846 Shares on 9 February 2022. Consequently, Oceania is now the holder of 17,098,846 Shares in aggregate, representing 19.99% of the total Shares on issue, and is entitled to exercise full voting rights in respect of such Shares.

On this basis, on behalf of BGH, please find attached a Form 604 (Notice of change of interests of substantial holder) in relation to Virtus Health Limited.

Yours sincerely

**Tom Story**

Partner

Allens

Tom.Story@allens.com.au

T +61 2 9230 4812

**Emin Altiparmak**

Partner

Allens

Emin.Altiparmak@allens.com.au

T +61 3 9613 8510

**Our Ref** TGSB:121060662

TRCM 518663852v1 121060662

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme      Virtus Health Limited ("**Virtus**")

ACN/ARSN      129 643 492

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

Name      Oceania Equity Investments Pty Ltd (ACN 655 692 738) as trustee for the Oceania Trust ("**Oceania**")

ACN/ARSN (if applicable)      BGH Capital IA Pty Ltd in its capacity as trustee for BGH Capital Trust IA, BGH Capital IB Pty Ltd in its capacity as trustee for BGH Capital Trust IB, BGH Capital Offshore GP I Limited as general partner of BGH Capital Offshore I LP (together the "**BGH Fund**") and BGH Capital Pty Ltd (ACN 617 386 982) in its capacity as manager or adviser to the constituent entities of the BGH Fund (BGH Fund and BGH Capital Pty Ltd together being defined herein as "**BGH**").

There was a change in the interests of the

substantial holder on      09/2/2022

The previous notice was given to the company on      15/12/2021

The previous notice was dated      15/12/2021

**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)
Fully paid ordinary shares in Virtus (" <b>Shares</b> ")	17,098,846	19.99% (based on 85,536,996 Shares on issue)	17,098,846	19.99% (based on 85,536,996 Shares on issue)

**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
9 February 2022	Oceania	Change in nature of Oceania's relevant interest arising in connection with Shares in which UBS AG, Australia Branch (" <b>UBS</b> ") or its affiliates had a relevant interest as part of its or their hedged positions in connection with a total return swap between Oceania and UBS (the " <b>Swap</b> ").  The Swap has now been settled and closed, and the underlying Shares have been delivered to, and are held by, Oceania.	N/A (no additional relevant interest acquired – change in nature of relevant interest only)	8,553,846 Shares	8,553,846

**4. Present relevant interests**

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
Oceania	Oceania	Oceania	Relevant interest under sections 608(1)(a), (b) and (c) of the <i>Corporations Act 2001 (Cth)</i> as amended (" <b>Corporations Act</b> ") due to Oceania being the registered holder of the Shares.	17,098,846 Shares	17,098,846
BGH	Oceania	Oceania	Relevant interest deemed under section 608(3) of the <i>Corporations Act</i> in the Shares in which Oceania has a relevant interest.	17,098,846 Shares	17,098,846

#### 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/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

#### 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Oceania	Level 26, 101 Collins Street, Melbourne, Victoria 3000
BGH	Level 26, 101 Collins Street, Melbourne, Victoria 3000
UBS AG, Australia Branch	Level 16, Chifley Tower, 2 Chifley Square, Sydney NSW 2000

#### Signature

print name HAROULA MORFIS

capacity

for and on behalf of  
substantial holders named  
in section 1 above

sign here



date

10/02/2022