



Novita Healthcare Limited

ACN 108 150 750

Entitlement Offer Booklet

5 for 11 non-renounceable pro rata entitlement offer of New Shares
at an issue price of \$0.01 per New Share

**The Entitlement Offer closes at 5:00 p.m. (Melbourne time)
on Thursday, 22 August 2019**

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE AN ELIGIBLE SHAREHOLDER YOU SHOULD READ THIS OFFER BOOKLET IN ITS ENTIRETY BEFORE DECIDING WHETHER TO APPLY FOR NEW SHARES.

IF YOU DO NOT UNDERSTAND ANY PART OF THIS OFFER BOOKLET, OR ARE IN ANY DOUBT AS TO HOW TO DEAL WITH IT OR YOUR ENTITLEMENT, YOU SHOULD CONSULT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISER.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN OR INTO THE UNITED STATES, OR TO US PERSONS

Important Information

About this document

This Offer Booklet contains information relating to a proposed entitlement offer to be undertaken by Novita Healthcare Limited (ACN 108 150 750) (**Novita**). This Offer Booklet is important and requires your immediate attention. You should read this Offer Booklet carefully and in its entirety, have regard to your own investment parameters, and if required, obtain independent professional investment advice, before deciding to invest in Novita.

The Entitlement Offer is being made in accordance with Section 708AA of the Corporations Act (as modified by ASIC Instrument 2016/84). Accordingly, this document is not a prospectus (and has not been, and will not be, lodged with ASIC) and does not contain all information which an investor may require to make an informed investment decision.

Forward-looking statements

This document may contain forward-looking statements with respect to the financial condition, results of operations and business of Novita and certain plans and objectives of the management of Novita. The forward-looking statements contained in this document are not based solely on historical facts but are based on current expectations about future events and results. These forward-looking statements are subject to inherent known and unknown risks and uncertainties and other factors which are beyond the control of Novita. Such risks and uncertainties include factors and risks specific to the operations of Novita, as well as general economic conditions, conditions in the financial markets, government policies and regulations and competitive pressures. As a consequence, forward-looking statements are provided as a general guide only and actual events or results may differ materially from the expectations expressed or implied in such forward-looking statements.

Forward-looking statements in this Offer Booklet speak only at the date of this Offer Booklet. Subject to any continuing obligations under applicable law, Novita does not in providing this information undertake any obligation to publicly update or revise any of the forward-looking statements for any change in events, conditions or circumstances on which any such statement is based. Accordingly, you are cautioned not to place undue reliance on forward-looking statements contained in this document. Neither Novita, nor any other person, gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur.

Information about Novita

This Offer Booklet should be read in conjunction with Novita's other periodic and continuous disclosure announcements including Novita's annual report lodged with ASX on 12 October 2018, Novita's half year report lodged with ASX on 26 February 2019, Novita's Quarterly Activities Reports and Novita's other announcements to ASX available at www.asx.com.au or www.novitahealthcare.com.au.

Past performance

Investors should note that Novita's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guarantee or guidance as to) Novita's future performance including Novita's future financial position or share price performance.

Foreign jurisdictions

This Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. It is your responsibility to ensure that you comply with any laws of your jurisdiction which are applicable to you and which are relevant to your applying for New Shares under the Entitlement Offer. The distribution by you of this Offer Booklet (including an electronic copy) outside Australia and New Zealand may be restricted by law. You should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities law.

Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Offer Booklet or the Associated Offer Announcements. Any information or representation that is not contained in this Offer Booklet or the Associated Offer Announcements may not be relied on as having been authorised by Novita in connection with the Entitlement Offer. Except as required by law, and only to the extent so required, none of Novita, or any other person, warrants or guarantees the future performance of Novita or any return on any investment made pursuant to the Entitlement Offer.

No financial product advice

This Offer Booklet is not financial product advice, does not purport to contain all the information that you may require to make an investment decision, and has been prepared without taking into account your personal investment objectives, financial situation or needs.

Before deciding whether to apply for New Shares under the Entitlement Offer, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. If after reading this Offer Booklet, you have any questions about the Entitlement Offer, you should contact your financial or other professional adviser.

Definitions and references to time

Capitalised words and expressions in this Offer Booklet have the meanings given in Section 4. A reference to time in this Offer Booklet is to Melbourne time, unless otherwise stated.

All financial amounts in this Offer Booklet are references to Australian currency, unless otherwise stated.

Date of this document

This Offer Booklet is dated Tuesday, 13 August 2019.

For any enquiries please call Automic Registry Services as Share Registry on +61 2 9698 5414, or contact your stockbroker, accountant or other professional adviser.

Table of contents

Important Information	2
Letter from the Chair	4
Key Dates	6
1. Overview of the Entitlement Offer	7
1.1 Summary.....	7
1.2 Eligible Shareholders	7
1.3 What is the entitlement of an Eligible Shareholder?	7
1.4 Top-Up Facility.....	8
1.5 No trading of entitlements.....	8
1.6 No underwriting	8
1.7 Issue of New Shares	9
1.8 Ranking of New Shares	9
1.9 Withdrawal of the Entitlement Offer	9
1.10 No financial product advice	9
1.11 Purpose and use of funds.....	9
1.12 Financial Impact.....	9
1.13 Effect on Capital Structure.....	9
1.14 Key risks.....	10
2. Choices available to Eligible Shareholders	10
2.1 Your choices	10
2.2 How to participate in the Entitlement Offer.....	10
2.3 Representations you will be taken to make by acceptance	11
2.4 No minimum subscription	12
2.5 No cooling off rights.....	12
2.6 Refunds of excess application monies	12
2.7 If you do nothing	12
3. Further Information	13
3.1 Taxation.....	13
3.2 This Offer Booklet is not a prospectus.....	13
3.3 Holding Statements and trading of New Shares	13
3.4 Treatment of excluded shareholders.....	13
3.5 Foreign shareholders	13
3.6 Custodians and nominees	14
3.7 Privacy.....	14
3.8 Governing law	14
4. Glossary and interpretation	15
4.1 Definitions	15
4.2 Interpretation	16
Corporate Directory	17

Letter from the Chair

13 August 2019

Dear Fellow Shareholder

On behalf of the Board of Novita Healthcare Limited (**Novita**), it is my pleasure to invite you to participate in a pro rata, non-renounceable entitlement offer of 5 new fully paid ordinary shares in Novita (**New Shares**) for every 11 Shares held by you at (7:00 p.m. (Melbourne time) on Monday, 12 August 2019 (**Record Date**) at an issue price of \$0.01 per New Share (**Entitlement Offer**) to raise up to approximately \$2 million (before costs).

Proceeds from the Entitlement Offer (after costs) will be used to fund the Novita's Tali Detect and Tali Train business model including associated capital expenditures, operating costs and working capital. The Entitlement Offer is not underwritten.

Overview of Entitlement Offer

The Entitlement Offer is being made to all eligible shareholders (**Eligible Shareholders**) who are registered as a holder of Novita Shares as at the Record Date.

Under the Entitlement Offer, Eligible Shareholders have the opportunity to subscribe for 5 New Share for every 11 Shares of which they are the registered holder at 7:00 p.m. (Melbourne time) on the Record Date at an issue price of \$0.01 per New Share (**Issue Price**). The Entitlement Offer is non-renounceable.

Eligible Shareholders are also invited to apply for additional New Shares in excess of their entitlement under the Top-Up Facility if there is a shortfall between applications received from Eligible Shareholders and the number of New Shares proposed to be issued under the Entitlement Offer.

PAC Partners Securities Pty Limited is acting as the lead manager to the Entitlement Offer (**Lead Manager**).

The Directors have reserved the right to place any shortfall in their discretion within 3 months of close of the Entitlement Offer.

The Issue Price represents a discount of:

- 10% to the price of Shares as at the close of trading on Tuesday, 6 August 2019, being the last day of trading of Shares before the Entitlement Offer was announced; and
- 18.9% to the 15 day volume weighted average price (VWAP) of Novita shares prior to the announcement of the Entitlement Offer.

Action you should take

The Entitlement Offer is currently scheduled to close at **5:00 p.m. (Melbourne time)** on Thursday, 22 August 2019. If you wish to subscribe for New Shares, you must ensure that your application and payment is received by this time in accordance with the instructions set out in Section 2.2.

This Offer Booklet contains important information regarding the Entitlement Offer, and I encourage you to read it carefully before making any investment decision. If you have any questions, you should consult your financial or other professional adviser.

For any enquiries please call Automic Registry Services as Share Registry on +61 2 9698 5414, or contact your stockbroker, accountant or other professional adviser.



Sue MacLeman
Chair
Novita Healthcare Limited

Key Dates

Event	Date
Announcement of the Entitlement Offer	Wednesday, 7 August 2019
Shares traded on an "ex" entitlement basis	Friday, 9 August 2019
Record Date for eligibility to participate in the Entitlement Offer	7:00 p.m. (Melbourne time) Monday, 12 August 2019
Despatch of Entitlement Offer Booklet and Entitlement and Acceptance Form to Eligible Shareholders	Tuesday, 13 August 2019
Entitlement Offer opens	Tuesday, 13 August 2019
Entitlement Offer closes	5:00 p.m. (Melbourne time) Thursday, 22 August 2019
New Shares quoted on deferred settlement	Friday, 23 August 2019
Shortfall (if any) announced to ASX	Tuesday, 27 August 2019
Allotment, issue and trading of New Shares under the Entitlement Offer	Wednesday, 28 August 2019
Despatch of Holding Statements	Thursday, 29 August 2019

Dates and times in this Offer Booklet are indicative only and subject to change. Any material changes will be notified to ASX. All dates and times are references to Melbourne time. Novita reserves the right to amend any or all of these dates and times, subject to the Corporations Act, the ASX Listing Rules and other applicable laws and regulations.

1. Overview of the Entitlement Offer

1.1 Summary

The Entitlement Offer is a pro rata offer of approximately 204,229,623 New Shares at \$0.01 per New Share to raise up to approximately \$2 million before costs and expenses. The Entitlement Offer is not underwritten.

Eligible Shareholders are entitled to subscribe for 5 New Shares for every 11 Shares held by them at 7:00 p.m. (Melbourne time) on the Record Date (Monday, 12 August 2019).

The Entitlement Offer is non-renounceable, which means that to the extent that any entitlement under the Entitlement Offer is not taken up by any Eligible Shareholder prior to the Closing Date, the entitlement will lapse.

The choices available to Eligible Shareholders in respect of the Entitlement Offer are described in Section 2.

The Entitlement Offer is currently scheduled to close at 5:00 p.m. (Melbourne time) on Thursday, 22 August 2019.

1.2 Eligible Shareholders

Unless the Company otherwise determines, the Entitlement Offer is being made to those Shareholders who:

- (a) are registered as a holder of Novita's Shares as at the Record Date;
- (b) have a registered address in Australia and New Zealand; and
- (c) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

Novita is of the view that it is unreasonable to make an offer under the Entitlement Offer to shareholders outside of the above jurisdictions having regard to:

- (a) the number of Shareholders outside of those jurisdictions as a proportion of total Shareholders in Novita;
- (b) the number and value of the New Shares that would have been offered to those Shareholders outside of those jurisdictions; and
- (c) the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

1.3 What is the entitlement of an Eligible Shareholder?

The number of New Shares to which you are entitled under the Entitlement Offer is shown in the personalised Entitlement and Acceptance Form which accompanies this Offer Booklet. In calculating each Eligible Shareholder's entitlement, fractional entitlements to New Shares have been rounded up to the nearest whole number of New Shares. Eligible Shareholders can subscribe for all, or part, of their pro rata entitlement under the Entitlement Offer. Detailed instructions on how to accept all, or part of, your pro rata entitlement are set out in Section 2.

Please note that if you choose not to take up your pro rata entitlement, your percentage shareholding in Novita will be diluted to the extent that the Entitlement Offer is taken up by other persons.

1.4 Top-Up Facility

Eligible Shareholders may, in addition to taking up their entitlements in full, apply for additional New Shares (**Additional Shares**) in excess of their entitlement (**Top-Up Facility**). Additional Shares will only be available where there is a shortfall between applications received from Eligible Shareholders and the number of New Shares proposed to be issued under the Entitlement Offer (**Shortfall**). Additional Shares will be issued at the Issue Price of \$0.01 per New Share.

Novita proposes to adopt the following allocation policy for allocating Shortfall:

- (a) If there is a Shortfall, each Eligible Shareholder who has applied for Additional Shares through the Top-Up Facility will be entitled to be allocated their pro-rata share of the Shortfall having regard to their holdings at the Record Date (if an Eligible Shareholder has made an application for Additional Shares for an amount less than the amount of Additional Shares that the Eligible Shareholder would otherwise be allocated under this process, the Eligible Shareholder will be allocated the amount applied for).
- (b) The allocation process described above will be repeated in relation to any remaining Shortfall and any subsequent Shortfall, until either all New Shares proposed to be issued have been allocated or all Shortfall applications have been satisfied in full.
- (c) If any Shortfall remains following the above allocation process, the Directors have reserved the right to place any Shortfall in their discretion within 3 months of close of the Entitlement Offer.

For avoidance of doubt, the relevant interest limits in the Corporations Act apply to the acquisition of Additional Shares through the Top-Up Facility. No Additional Shares will be issued to related parties of the Company.

Accordingly, Eligible Shareholders who apply for Additional Shares may be allocated a lesser number of Additional Shares than applied for in which case excess application money will be refunded without interest. If you wish to subscribe for Additional Shares in addition to your Entitlement then you should nominate the maximum number of Additional Shares you wish to subscribe for on the Entitlement and Acceptance Form and make corresponding payment for your full entitlement plus the Additional Shares (at \$0.01 per Additional Share).

1.5 No trading of entitlements

Entitlements under the Entitlement Offer are non-renounceable and will not be tradeable on ASX or otherwise transferable. Shareholders who do not take up their entitlement in full will not receive any value in respect of that part of the entitlement that they do not take up.

1.6 No underwriting

The Entitlement Offer is not underwritten. Novita has agreed to pay the Lead Manager the following fees in connection with the Entitlement Offer:

- (a) a fee of 6% (plus GST if applicable) payable on the proceeds raised by the Lead Manager under the Entitlement Offer and a fee of 2% (plus GST if applicable) on the proceeds raised from investors under the Entitlement Offer introduced by the Company; and
- (b) if the Lead Manager successfully raises over \$1 million under the Entitlement Offer, a success fee of \$25,000 (plus GST if applicable); and
- (c) unquoted options to subscribe for Shares in the ratio of 5 for every \$2 raised under the Entitlement Offer up to a maximum of 10 million options in total. The options will have an exercise price of \$0.05 and an expiry date of 30 June 2021.

1.7 Issue of New Shares

Novita currently expects that New Shares will be issued on Wednesday, 28 August 2019. The issue of New Shares will only be made after permission for their quotation on ASX has been obtained. The fact that New Shares have been admitted to quotation on ASX is not to be taken in any way as an indication of the merits of Novita or the New Shares.

1.8 Ranking of New Shares

When issued, the New Shares will be fully paid and will rank equally with existing Shares.

1.9 Withdrawal of the Entitlement Offer

Novita reserves the right to withdraw all or part of the Entitlement Offer, and this Offer Booklet, at any time, subject to applicable laws. In that case, Novita will refund application monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest.

To the fullest extent permitted by law, you agree that any application monies paid by you to Novita will not entitle you to receive any interest and that any interest earned in respect of application monies will belong to Novita.

1.10 No financial product advice

In deciding whether to take up some or all of your entitlements under the Entitlement Offer, you should read this Offer Booklet carefully and in its entirety and have regard to your own investment parameters, and if required, obtain independent professional investment advice, before deciding to invest in Novita.

1.11 Purpose and use of funds

Proceeds from the Offer will be used to fund Novita's Tali Detect and Tali Train business model including associated capital expenditures, operating costs and working capital.

1.12 Financial Impact

The proceeds from the Entitlement Offer, before allowing for costs and expenses, will amount to up to approximately \$2,042,296 (assuming the Entitlement Offer is fully subscribed).

1.13 Effect on Capital Structure

The principal effect of the Entitlement Offer on Novita's issued share capital will be to increase the total number of issued Shares. The following table sets out the number of issued Shares on the Announcement Date and, subject to the rounding of fractional entitlements under the Entitlement Offer, the total number of issued Shares at the completion of the Entitlement Offer (assuming the Entitlement Offer is fully subscribed):

Shares	Number
Shares on issue at the Announcement Date	449,305,165
Shares offered under the Entitlement Offer	Up to 204,229,623*
Total Shares on issue on completion of the Entitlement Offer	Up to 653,534,788*

* This assumes the Entitlement Offer is fully subscribed. The number of New Shares to be issued under the Entitlement Offer is also subject to the rounding of fractional entitlements to New Shares.

1.14 Key risks

Novita's activities are subject to a number of risks which may impact future financial performance and the market price at which New Shares trade. Some of these are outside Novita's control. Therefore, investors who acquire New Shares may be exposed to a number of risks. Broadly, these risks can be classified as risks that are general to investing in the share market and risks specific to an investment in Shares and Novita's underlying business.

2. Choices available to Eligible Shareholders

2.1 Your choices

Before taking any action, you should read this Offer Booklet in its entirety and, if you have any questions, consult your financial or other professional adviser. If you are an Eligible Shareholder, the following choices are available to you:

Option	See Section
Take up all or part of your entitlement under the Entitlement Offer	2.2(a)
Take up all of your entitlement under the Entitlement Offer and apply for Additional Shares under the Top-Up Facility	2.2(b)
Take no action	2.7

2.2 How to participate in the Entitlement Offer

(a) Taking up all or part of your entitlement

To subscribe for New Shares offered to you under your pro rata allocation, please complete the accompanying Entitlement and Acceptance Form according to the instructions on the form for all, or that part, of your pro rata entitlement you wish to subscribe for.

(b) Applying for Additional Shares under the Top-Up Facility

If you wish to apply for Additional Shares in excess of your entitlement, please complete your personalised Entitlement and Acceptance Form accordingly and follow the instructions set out on the form or below.

Your application for additional New Shares may not be successful (wholly or partially). The decision in relation to the number of additional New Shares in excess of your entitlement to be allocated to you will be final. No interest will be paid on any application monies received and returned.

(c) Payment

The Issue Price of \$0.01 per New Share is payable in full on application.

Payments must be received by 5:00 p.m. (Melbourne time) on the Closing Date and must be in Australian currency and made by:

- (i) cheque drawn on and payable at any Australian bank;
- (ii) bank draft or money order drawn on and payable at any Australian bank; or
- (iii) BPAY®.

If you wish to pay by BPAY®, you do not need to return the Entitlement and Acceptance Form. You simply need to follow the instructions on the Entitlement and

Acceptance Form. Different financial institutions may implement earlier cut-off times with regards to electronic payment, so please take this into consideration when making payment by BPAY®. It is your responsibility to ensure that funds submitted through BPAY® are received by no later than 5.00 pm (Melbourne time) on the Closing Date.

Novita will treat you as applying for as many New Shares as your payment will pay for in full.

Cheques, bank drafts and money orders must be made payable to "Novita Healthcare Limited" and crossed 'Not Negotiable'. Cash payments will not be accepted. Receipts for payment will not be provided.

Novita will not be responsible for any postal or delivery delays or delay in the receipt of your BPAY® payment.

Application monies will be held in trust in a subscription account until New Shares are issued. Any interest earned on application monies will be for the benefit of Novita and will be retained by Novita irrespective of whether any issue of New Shares takes place.

(d) Return completed Entitlement and Acceptance Form and payment

Unless you are paying by BPAY®, completed Entitlement and Acceptance Forms and payment of application money should be forwarded to the Share Registry by mail addressed to:

Automatic Registry Services
GPO Box 5193
Sydney NSW 2001

Completed Entitlement and Acceptance Forms and payments must be received by 5:00 p.m. (Melbourne time) on the Closing Date.

Please note that all acceptances, once received, are irrevocable.

If you wish to pay by BPAY®, you do not need to return the Entitlement and Acceptance Form. Please see Section 2.2(c) above for details.

2.3 Representations you will be taken to make by acceptance

By completing and returning your Entitlement and Acceptance Form or making a payment by BPAY®, you will be deemed to have:

- (a) acknowledged that you have fully read and understood this Offer Booklet and the Entitlement and Acceptance Form in their entirety and you acknowledge the matters and make the warranties and representations and agreements contained in this Offer Booklet and the Entitlement and Acceptance Form;
- (b) agreed to be bound by the terms of the Entitlement Offer, the provisions of this Offer Booklet and Novita's constitution;
- (c) authorised Novita to register you as the holder of the New Shares allotted to you;
- (d) declared that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement Offer;
- (e) acknowledged that once Novita receives your Entitlement and Acceptance Form or any payment of application monies via BPAY®, you may not withdraw your application or funds provided except as allowed by law;

- (f) agreed to apply for and be issued up to the number of New Shares and Additional Shares specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any application monies via BPAY®, at the Issue Price per New Share;
- (g) authorised Novita, the Share Registry and their respective officers, employees or agents to do anything on your behalf necessary for New Shares to be issued to you;
- (h) declared that you were the registered holder at the Record Date of the Shares indicated in the Entitlement and Acceptance Form as being held by you on the Record Date;
- (i) acknowledged that the information contained in this Offer Booklet and your Entitlement and Acceptance Form is not investment advice nor a recommendation that the New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- (j) acknowledged that this Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in Novita and is given in the context of Novita's past and ongoing continuous disclosure announcements to ASX;
- (k) acknowledged that none of Novita or its related bodies corporate, affiliates and none of its or their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of Novita, nor do they guarantee the repayment of capital;
- (l) agreed to provide any requested substantiation of your eligibility to participate in the Entitlement Offer and your holding of Shares on the Record Date; and
- (m) authorised Novita to correct any errors in your Entitlement and Acceptance Form.

2.4 No minimum subscription

There is no minimum subscription for an Eligible Shareholder under the Entitlement Offer.

2.5 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been made.

2.6 Refunds of excess application monies

Any application monies received for more than the number of New Shares issued to you will be refunded as soon as reasonably practicable following the close of the Entitlement Offer. No interest will be paid on any application monies. Payment of any refund will be made by cheque mailed to your address as last recorded in Novita's register of members.

2.7 If you do nothing

If you do not apply for Shares pursuant to the Entitlement Offer, your entitlement under the Entitlement Offer will lapse.

If you do not apply for Shares pursuant to the Entitlement Offer, your percentage ownership in Novita will be diluted because the issue of New Shares to other Eligible Shareholders under the Entitlement Offer will increase the total number of Shares on issue.

3. Further Information

3.1 Taxation

Taxation implications of participating in the Entitlement Offer will vary depending on the particular circumstances of individual Eligible Shareholders. Eligible Shareholders are advised to obtain their own professional taxation advice before making a decision in relation to the Entitlement Offer.

3.2 This Offer Booklet is not a prospectus

The Entitlement Offer is being conducted in accordance with Section 708AA of the Corporations Act (as modified by ASIC Instrument 2016/84). In general terms, Section 708AA relates to rights issues by certain companies that do not require the preparation of a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Booklet is less than the level of disclosure required in a prospectus.

As a result, in deciding whether or not to accept the Entitlement Offer, you should rely on your own knowledge of Novita, refer to disclosures made by Novita to the ASX (which are available for inspection on the ASX website www.asx.com.au and on Novita's website at www.novitahealthcare.com.au) and seek the advice of your professional adviser.

3.3 Holding Statements and trading of New Shares

Security holders will be provided with a holding statement, which will set out the number of Shares allotted to them under this Entitlement Offer. It is your responsibility to determine your holding of New Shares before trading to avoid the risk of selling New Shares you do not own. To the maximum extent permitted by law, Novita disclaims any liability to persons who trade New Shares before they receive their holding statements, whether on the basis of confirmation of the allocation provided by Novita or the Share Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

3.4 Treatment of excluded shareholders

This Offer Booklet and the accompanying Entitlement and Acceptance Form are being sent only to shareholders with registered addresses in Australia and New Zealand and will not be sent to and does not constitute an offer in any other jurisdiction. Novita is of the view that it is unreasonable to extend the offer to other shareholders having regard to their small number and the value of shares which would be offered to them and the cost of complying with the legal requirements and requirements of the regulatory authorities in those overseas jurisdictions.

3.5 Foreign shareholders

(a) General restrictions

This Offer Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. The distribution of this Offer Booklet in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Offer Booklet outside the above jurisdictions should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the New Shares or to otherwise permit an offering of New Shares outside Australia.

Return of the Entitlement and Acceptance Form or your BPAY® payment will be taken by Novita as a representation by you that there has been no breach of any such laws.

(b) New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

3.6 Custodians and nominees

The Entitlement Offer is being made to all Eligible Shareholders. Novita is not required to determine whether or not any Eligible Shareholder is acting as a nominee, trustee or custodian or the identity or residence of any beneficial owners of Shares. Where any registered holder that qualifies as an Eligible Shareholder is acting as a nominee for a foreign person, that registered holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Entitlement Offer is compatible with applicable foreign laws.

3.7 Privacy

By submitting an Entitlement and Acceptance Form, you will be providing personal information to Novita (directly or through the Share Registry). Novita collects, holds and will use that information to assess and process your application, administer your shareholding in Novita and to provide related services to you. Novita may disclose your personal information for purposes related to your shareholding in Novita, including to the Share Registry, Novita's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that Novita holds about you. To make a request for access to your personal information held by (or on behalf of) Novita, please contact Novita through the Share Registry.

3.8 Governing law

This Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of the Entitlement Offer are governed by the laws applicable in Victoria, Australia. Each applicant for New Shares submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

4. Glossary and interpretation

4.1 Definitions

In this Offer Booklet, the following words have the following meanings unless the context requires otherwise:

\$ or A\$	Australian dollars
Additional Shares	New Shares applied for by an Eligible Shareholder that are in excess of the Eligible Shareholder's entitlement
Announcement Date	Wednesday, 7 August 2019
ASIC	the Australian Securities and Investments Commission
Associated Offer Announcements	the announcements released to the ASX by Novita on Wednesday, 7 August 2019
ASX	ASX Limited or, as the context requires, the financial market known as the Australian Securities Exchange operated by it
ASX Listing Rules	the official listing rules of the ASX as amended or replaced from time to time
Board	the board of directors of Novita
Closing Date	the deadline for accepting the Entitlement Offer, being 5:00 p.m. (Melbourne time) on Thursday, 22 August 2019 (subject to change)
Company or Novita	Novita Healthcare Limited (ACN 108 150 750)
Corporations Act	Corporations Act 2001 (Cth)
Directors	the directors of Novita
Eligible Shareholder	has the meaning given in Section 1.2
Entitlement and Acceptance Form	the personalised entitlement and acceptance form to subscribe for New Shares accompanying this Entitlement Offer Booklet
Entitlement Offer	the pro rata non-renouncement offer of New Shares to Eligible Shareholders in accordance with the terms of this Offer Booklet
Issue Price	the price payable for each New Share under the Entitlement Offer, being \$0.01
Lead Manager	PAC Partners Securities Pty Limited
New Shares	the Shares offered pursuant to the Entitlement Offer
Offer Booklet	this offer booklet dated Tuesday, 13 August 2019
Record Date	7:00 p.m. (Melbourne time) on Monday, 12 August 2019
Share	a fully paid ordinary share in the capital of Novita
Shareholder	a registered holder of Shares
Share Registry	Automatic Registry Services
Shortfall	has the meaning given in Section 1.4
Top-Up Facility	the mechanism by which Eligible Shareholders can apply for Additional Shares as described in Section 1.4

4.2 Interpretation

In this Offer Booklet, unless the context otherwise requires:

- (a) the singular includes the plural, and vice versa;
- (b) words importing one gender include other genders;
- (c) other parts of speech and grammatical forms of a word or phrase defined in this document have corresponding meanings;
- (d) terms used in this document and defined in the Corporations Act have the meanings ascribed to them in the Corporations Act;
- (e) other grammatical forms of a word or phrase defined in this document have a corresponding meaning; and
- (f) a reference to a Section is a reference to a Section of this Offer Booklet.

Corporate Directory

DIRECTORS	Sue MacLeman – Chair and Non-Executive Director Glenn Smith – Managing Director Jefferson Harcourt – Non-Executive Director Mark Simari – Non-Executive Director
COMPANY SECRETARY	Stephen Denaro
HEAD OFFICE	Level 5, 19 William Street Cremorne VIC 3121
LEAD MANAGER	PAC Partners Securities Pty Limited Level 10, 330 Collins Street Melbourne VIC 3000
SHARE REGISTRY	Automic Registry Services Level 5, 126 Phillip Street Sydney NSW 2000 Tel: +61 2 9698 5414

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

SRN/HIN : [HolderNumber]

ENTITLEMENT AND ACCEPTANCE FORM

OFFER CLOSES 5:00PM AEST ON THURSDAY, 22 AUGUST 2019 (UNLESS IT IS LAWFULLY EXTENDED)

Shares held as at the Record Date,
7:00pm AEST on Monday, 12 August 2019
[CumBalance]

Entitlement to five (5) New Shares for every
one (1) Existing Share held
[Entitlement]

Amount payable on full acceptance at
A\$0.01 per New Share
[EntPayable]

IMPORTANT: As an Eligible Shareholder you are entitled to acquire the above New Shares for the amount payable. The Offer Document dated 13 August 2019 contains information about investing in the New Shares and you should carefully read the Offer Document before applying for the New Shares. This Entitlement and Acceptance Form should be read in conjunction with the Offer Document. If you do not understand it or you are in doubt as to how you should deal with it, you should seek professional advice. Capitalised terms have the same meaning as defined in the Offer Document.

1 Insert the number of Shares applied for and accepted (being not more than your Entitlement shown above)

--	--	--	--	--	--	--	--	--	--	--	--

2 Payment Amount (multiply the number in section 1 by A\$0.01
(If the dollar amount below divided by the issue price is a fraction of a New Share, the New Shares allotted will be rounded down)

A\$

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

As an Eligible Shareholder, you are invited to apply for additional New Shares under the Top-Up Facility, providing you have taken up your full Entitlement. Should you wish to apply for additional New Shares please complete the following sections. New Shares under the Top-Up Facility will be issued in accordance with the allocation policy set out in the Offer Document.

3 Insert the number of additional New Shares applied for

--	--	--	--	--	--	--	--	--	--	--	--


4 Payment Amount (multiply the number in section 3 by A\$0.XX
(If the dollar amount below divided by the issue price is a fraction of a New Share, the New Shares allotted will be rounded down)

A\$

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

5: MAKE YOUR PAYMENT

Payment by BPAY

	Biller Code: 235812
	Ref No: [BPayCRN]

Contact your financial institution to make your payment from your cheque or savings account.

Payment by Cheque

Cheques must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Novita Healthcare Limited" and crossed "Not Negotiable". Return your cheque and this application form to: Automic Group, GPO Box 5193 Sydney NSW 2001 by Closing Date.

<i>Cheque Number</i>	<i>BSB</i>	<i>Account Number</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>

6: PROVIDE YOUR CONTACT DETAILS

Telephone Number ()	Contact Name (PLEASE PRINT)
<input type="text"/>	<input type="text"/>
Email Address <input type="text"/>	
<p>SUPPORT YOUR COMPANY: By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).</p>	

INSTRUCTIONS FOR COMPLETION OF THIS FORM

All Shareholders with a registered address in Australia or New Zealand who are registered as the holder of Shares at 7.00 pm AEST on the Record Date are Eligible Shareholders. The Offer is not extended to Shareholders who do not meet this criteria.

ACCEPTANCE OF OFFER

By returning the Entitlement and Acceptance Form with payment to the Share Registry:

- you represent and warrant that you have read and understood the Offer Document and that you acknowledge the matters, and make the warranties and representations contained therein and in this Entitlement and Acceptance Form;
- you provide authorisation to be registered as the holder of Shares acquired by you and agree to be bound by the Constitution of the Company.

HOW TO APPLY FOR NEW SHARES

1 Acceptance of New Shares

Enter into section 1 the number of New Shares you wish to apply for. The number of New Shares must be equal to or less than your Entitlement, which is set out overleaf.

2 Payment Amount

Enter into section 2 the total amount payable for the number of New Shares for which you are applying. If the dollar amount divided by the Issue Price is a fraction of a New Share, the New Shares allotted will be rounded down.

3 Application for additional New Shares

You can only apply for additional New Shares if you have applied for your full entitlement in section 1. New Shares under the Top-Up Facility will be issued in accordance with the allocation policy set out in the Offer Document.

4 Payment Amount

Enter into section 4 the total amount payable for the number of additional New Shares for which you are applying. If the dollar amount divided by the issue price is a fraction of a New Share, the New Shares allotted will be rounded down.

5 Payment Options

Payment by BPAY: You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number quoted on the front of this form. Multiple acceptances must be paid separately. Applicants should be aware of their financial institution's cut-off time (the payment must be made to be processed overnight).

It is the Applicant's responsibility to ensure funds are submitted correctly by the Closing Date and time.

You do not need to return this form if you have made payment via BPAY®. Your BPAY® reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such shares for which you have paid.

Payment by Cheque: Cheques must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Novita Healthcare Limited" and crossed "Not Negotiable". Please ensure sufficient funds are held in your account. If you provide a cheque for an incorrect amount the Company may treat you as applying for as many New Shares as your cheque will pay for.

Your completed Application Form and cheque must reach the Share Registry no later than 5.00pm AEST on the Closing Date, being Thursday, 22 August 2019.

BY MAIL

Novita Healthcare Limited – Rights Issue
C/- Automic Group
GPO Box 5193
Sydney NSW 2001

BY HAND DELIVERY (Between Sydney office hours 9:00am – 5:00pm AEST)

Novita Healthcare Limited – Rights Issue
Level 5
126 Phillip Street
Sydney NSW 2000

6 Contact Details

Please enter a contact number we may reach you on between the hours of 9:00am AEST and 5:00pm WST. We may use this email* or number to contact you regarding your acceptance of the New Shares, if necessary.

***By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible)**

**If you require further information about the Offer, please contact Automic on 1300 288 664
between 9:00am AEST and 5:00pm WST.**