

ASX ANNOUNCEMENT

2 December 2024

Result of Scheme Meeting – Capitol Shareholders vote in favour of Scheme

Capitol Health Limited ACN 117 391 812 (ASX: CAJ) (**Capitol**) provides the following update in relation to the proposed merger with Integral Diagnostics Limited ACN 130 832 816 (ASX: IDX) (**IDX**) by way of a scheme of arrangement (**Scheme**), as first announced to the ASX on 17 June 2024, and the Scheme Booklet in relation to the Scheme released to the ASX on 24 September 2024 (**Scheme Booklet**).

Voting results for the Scheme Meeting

Capitol is pleased to announce that the resolution to approve the Scheme, as set out in the notice of meeting in respect of the Scheme Meeting (annexed to the Scheme Booklet), was approved by the requisite majorities of Capitol Shareholders at the Scheme Meeting held earlier today. In summary:

- 94.86% of Capitol Shareholders present and voting (in person or by proxy, attorney or corporate representative) were in favour of the resolution; and
- 99.92% of the votes cast by Capitol Shareholders were in favour of the resolution.

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), the outcome of the Scheme Meeting and a summary of the proxies received in respect of the resolution considered at the Scheme Meeting is attached to this announcement.

Next steps

When the conditions precedent to the Scheme are satisfied, including IDX obtaining informal merger clearance from the Australian Competition and Consumer Commission (**ACCC**), Capitol will apply to the Court for approval of the Scheme.

Capitol has a Federal Court of Australia hearing scheduled for 2:15pm (AEDT) on 4 December 2024 (**Second Court Hearing**). Given the ACCC informal merger clearance condition is not expected to have been satisfied by that time, at the scheduled Second Court Hearing, Capitol intends to present the substantive matters relating to the Scheme for the Court's consideration, but will request that the Court adjourn the hearing and delay making formal orders until the ACCC informal merger clearance condition is satisfied. Capitol intends to seek the formal orders promptly after the clearance is received.

Capitol will continue to assist IDX as it works towards obtaining informal merger clearance from the ACCC. Capitol will announce to the ASX any material developments in respect of the informal merger clearance, and in due course, the timetable for implementation of the Scheme.

If the Court approves the Scheme, a copy of the Court orders will be lodged with ASIC, following which the Scheme will become legally effective, and Capitol shares will be suspended from trading on the ASX.

Subject to all conditions being satisfied, it is expected that the Scheme will be implemented on approximately the 7th business day following the date on which the Scheme becomes effective.

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If Capitol Shareholders have any questions in relation to the Scheme, they are encouraged to contact the Company at +61 3 9348 333, Monday to Friday (excluding public holidays), between 8.30am and 5.00pm (AEDT).

If Capitol Shareholders have any questions in relation to their shareholding, they are encouraged to contact Capitol's Share Registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia), Monday to Friday (excluding public holidays), between 8.30am and 5.00pm (AEDT).

Unless otherwise indicated, capitalised terms have the meaning given to them in the Scheme Booklet dated 24 September 2024.

For further information, please contact:

Melanie Leydin
Company Secretary
(03) 9692 7222
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This announcement is authorised for release to the market by the Board of Directors of Capitol Health Limited.

About Capitol Health

Capitol Health is a leading provider of diagnostic imaging and related services to the Australian healthcare market. Headquartered in Melbourne, Victoria, the Company owns and operates clinics throughout Victoria, Tasmania, South Australia and Western Australia. The Company's operational focus is on delivering a community-based infrastructure for radiologists and related medical practitioners to deliver optimal, efficient, accurate healthcare service outcomes for its patients.

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Capitol Health Limited
Scheme Meeting
Monday 2 November 2024
Results of Meeting



The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

| Resolution details | Instructions given to validly appointed proxies (as at proxy close) | | | | Number of votes cast on the poll (where applicable) | | | Resolution Result Carried / Not Carried |
|---|--|------------------|-----------------------|---------|---|------------------|----------|--|
| | For | Against | Proxy's Discretion | Abstain | For | Against | Abstain* | |
| That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed to be entered into between Capitol Health Limited and the holders of its ordinary shares as contained in and more particularly described in the Scheme Booklet of which this Notice of Scheme Meeting forms part, is agreed to (with any modifications, alterations or conditions required by the Federal Court of Australia to which Capitol Health Limited and Integral Diagnostics Limited agree in writing or any modifications, alterations or conditions agreed in writing by Capitol Health Limited and Integral Diagnostics Limited and approved by the Federal Court of Australia), and, subject to approval of the Scheme by the Federal Court of Australia, the board of directors of Capitol Health Limited be authorised to implement the Scheme with any such modifications, alterations or conditions. | 574,314,267 99.47% | 486,795 0.08% | 2,596,295 0.45% | 176,138 | 576,910,569 99.92% | 486,795 0.08% | 176,138 | Carried |
| | | | | | Number of shareholders voting on the poll (where applicable) | | | |
| | | | | | For | Against | Abstain# | |
| | | | | | 351 94.86% | 19 5.14% | 9 | |

* Votes cast by a person who abstains from voting are not counted in calculating the required majority on the poll.

A person who abstains from voting is not counted in calculating the required majority on the poll.

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