



# Market Update and Capital Raising

12 November, 2008

Dr Colin Goldschmidt  
CEO and Managing Director  
Sonic Healthcare

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO US PERSONS



**NOT FOR DISTRIBUTION IN THE UNITED STATES OR TO US PERSONS**

**Important Notice and Disclaimer**

All information contained in this document (the "Information") is confidential and provided to you solely for your own information in connection with a proposed placement ("Offer") of shares in Sonic Healthcare Limited ("Sonic"). This document is provided to you on the condition that you will hold the Information in strict confidence and keep it secret, and not reproduce, disclose or distribute the Information to any third party in whole or in part without the prior written consent of Sonic. If you are not the intended recipient of the Information, please notify Sonic immediately and destroy all copies of this document, whether held in electronic or printed form or otherwise.

The Information is being provided to you as, and by receiving this document you represent and warrant that you are:(a) if you are in Australia, a professional investor or sophisticated investor (as those terms are defined in s708 of the Corporations Act 2001 (Cwlth) (the "Corporations Act")); or (b) if you are outside Australia, a person to whom an invitation or offer to subscribe for shares in Sonic and any issue of such shares is permitted by the laws of the jurisdiction in which you are situated without the need for any registration, lodgment or other formality.

Despite anything stated in this notice or elsewhere in the Information, none of the Information (whether considered separately or together) constitutes an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any shares in Sonic. The Information does not purport to contain all the information that the recipient may require to evaluate a possible acquisition of shares in Sonic and does not take into account the investment objectives, financial situation or needs of any particular investor. The recipient should conduct its own independent review, investigation and analysis of Sonic and obtain any professional advice they require to evaluate the merits and risks of an investment in Sonic, before making any investment decision based on their investment objectives.

Certain statements contained in this presentation may constitute statements about future matters and forward-looking statements. These forward-looking statements speak only as of the date of this presentation. The forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Sonic's actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. Neither Sonic, nor any other person, gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this presentation will actually occur. In particular, such forward-looking statements are, by their nature, subject to significant uncertainties and contingencies, many of which are outside the control of Sonic.

This document has been prepared by Sonic based on information available to it. All Information in this document is believed to be reliable but none of Sonic, its related bodies corporate (as defined in the Corporations Act), nor any of their respective directors, officers, employees, advisers or representatives (together, the "Beneficiaries") make any representation or warranty, express or implied, as to the fairness, accuracy, completeness or correctness of the Information (including the accuracy, likelihood of achievement or reasonableness of any forecast returns, yields, future income or other statements in relation to future matters). Nothing contained in this document is, or shall be relied upon, as a promise or representation by Sonic or any other Beneficiary, whether as to the past, present or future.

To the maximum extent permitted by law, the Beneficiaries shall have no liability whatsoever for any loss or liability of any kind arising in respect of the information contained, or not being contained, in this document.

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or to any "U.S. persons" (as defined in Regulation S under the US Securities Act of 1933 (the "Securities Act")) ("US Person"). Securities may not be offered or sold in the United States absent registration under the Securities Act or an exemption from registration therefrom. No action has been taken to register securities of Sonic or otherwise permit a public offering of the securities in any jurisdiction. The securities to be offered and sold in the Offer have not been and will not be registered under the Securities Actor the securities laws of any state or other jurisdiction in the United States.

The distribution of this document outside Australia may be restricted by law. In particular, this document or any copy of it must not be taken into or distributed in the United States or distributed to any US Person. Persons who come into possession of this document should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

By receiving this document, you agree to the foregoing restrictions.

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO US PERSONS**



# Capital Raising

---

- Institutional placement of ~A\$350 million
- Capital raising to enhance Sonic's financial flexibility
  - Headroom to pursue acquisitions
  - Strengthen balance sheet
- With additional financial capacity, Sonic will be in a strong position to pursue a range of accretive acquisition opportunities
  - Less competitive tension for assets
  - Target valuation multiples are currently attractive

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO US PERSONS



# Guidance Update

---

- Underlying business remains robust
- In local currency terms, operations globally delivering in line with expectations
- Sonic re-affirms guidance on a post capital raising basis

FY2009 Guidance	
Revenue Growth	>15%
EPS Growth	>10%

- Sonic continues to focus on its organic and acquisition growth strategy
- Recent acquisitions performing in-line with expectations and synergies being achieved

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO US PERSONS



# Debt Update

---

- Recently restructured A\$1.91 billion facilities into USD and EUR limits
  - Facility limits now fixed in foreign currencies
  - Small AUD limit for other currencies
- Headroom post-capital raising of ~A\$400 million available for acquisitions
  - Current headroom (pre-capital raising) of ~A\$200 million
  - ~A\$140 million of proceeds to be used to amortise debt
- Extension of debt tranche expiring 15 March 2009 in progress
  - Completion expected before calendar year end
  - Expect to extend on market terms

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO US PERSONS



# Offer Structure

---

- Institutional placement of ~A\$350 million
- Price to be determined via bookbuild
- Issue of ordinary shares
- New shares entitled to 2009 interim dividend
- Share Purchase Plan
  - Eligible retail shareholders entitled to subscribe for up to A\$5,000 per holder
  - Shares will be issued at placement price
  - Amount to be raised under SPP will not be scaled back or capped

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO US PERSONS



# Placement

---

- Bookbuild structure
  - Pricing range from A\$11.40 to A\$12.20
  - Bids in 10c increments
- Discount based as at market close on 11 November 2008
  - 12.3% to 6.2% to the last close (A\$13.00)
  - 15.4% to 9.4% to the 5 day VWAP (A\$13.47)
  - 15.8% to 9.9% to the 10 day VWAP (A\$13.54)
  - 16.0% to 10.1% to the 1 month VWAP (A\$13.57)

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO US PERSONS



# Selling Restrictions

---

## ➤ Australia

- To “Sophisticated” and “Professional Investors” as defined in the Corporations Act 2001

## ➤ United States

- In the United States or to “U.S. persons” (as defined in under Rule 902(k) the U.S. Securities Act of 1933, as amended (“Securities Act”) (“US Persons”)) or persons acting for account or benefit of US Persons that are QIBs as defined under Rule 144A of the U.S. Securities Act of 1933, in reliance on Rule 144A thereunder
- To Eligible U.S. Fund Managers, being dealers or other professional fiduciaries organized, incorporated or (if an individual) resident in the United States that are acting for an account (other than an estate or trust) held for the benefit or account of persons that are not U.S. Persons for which it has sole investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the Securities Act, in compliance with Regulation S of the Securities Act

## ➤ Outside the United States

- Solely to institutions who are not resident in the United States and are not US Persons and are not acting for the account or benefit of US Persons, in each case in “offshore transactions” in compliance with Regulation S of the U.S. Securities Act of 1933

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO US PERSONS

