



T | +61 3 5339 0704  
E | [info@idxgroup.com.au](mailto:info@idxgroup.com.au)

Suite 9.02, Level 9,  
45 William Street  
Melbourne Vic 3000

[www.integraldiagnostics.com.au](http://www.integraldiagnostics.com.au)

## ASX & MEDIA RELEASE

### Merger update and refinancing of debt facilities

20 December 2024, Melbourne

Integral Diagnostics Limited (ASX: IDX) (Integral) is pleased to announce that the proposed merger with Capitol Health Limited (ASX: CAJ) (Capitol) by way of scheme of arrangement (Scheme) has been implemented today.

#### Scheme Consideration

In accordance with the Scheme, all Capitol shares have now been transferred to Integral and all eligible Capitol shareholders have been issued the Scheme consideration of 0.12849 Integral shares for each Capitol share held on the Scheme record date (being 7.00pm on Friday, 13 December 2024 (AEDT)). The newly issued Integral shares are expected to commence trading on the ASX on a normal settlement basis from Monday, 23 December 2024.

Unmarketable Parcel Shareholders (as that term is defined in Capitol's scheme booklet dated 24 September 2024) who did not validly elect to receive new Integral shares will be paid a cash amount equal to the 'market value' of the new Integral shares that would have otherwise been issued to them on or around Tuesday, 24 December 2024.

#### Changes to Integral Board Composition

Integral has appointed the following Capitol Directors to the Integral Board with effect from today.

- Laura McBain, as Non-Executive Director; and
- Dr Kevin Shaw, as Non-Executive Director.

Ms McBain has extensive executive and leadership experience having held roles as Managing Director at Bellamy's Australia, Maggie Beer Holdings and Lark Distilling. Dr Shaw is a highly qualified radiologist with fellowship training in MRI. He is the Director of Medical Imaging at University Hospital Geelong.

Integral Chair, Toby Hall said, "I am very pleased to welcome Laura and Kevin onto our Board. Having been Non-Executive Directors of Capitol since 2021, both Laura and Kevin will help the Board drive the business and cultural integration to ensure the merger is a success. Kevin will also add depth to the medical leadership on our Board".

#### Delisting of Capitol

An application has been made to remove Capitol from the official list of the ASX, which is expected to take effect on and from Monday, 23 December 2024.

#### Refinancing of debt facilities

As foreshadowed in Capitol's scheme booklet, Integral has now refinanced the existing debt facilities of Integral and Capitol to establish a debt structure that aligns with Integral's enhanced scale and financial position. Under the structure, Integral has committed facilities of \$450 million (\$320 million of which expires in December 2027 and \$130 million of which expires in December 2029). The new structure also includes a mechanism to seek agreement from lenders for a further \$200 million of facilities under an uncommitted accordion feature.

For further details contact

Integral Diagnostics  
John Merity  
Company Secretary  
Tel: +61 0418 817 255  
Email: [jmerity@idxgroup.com.au](mailto:jmerity@idxgroup.com.au)

Authorised for lodgement by the Integral Diagnostics Board of Directors.

*About IDX:*

*Integral Diagnostics (IDX) is a leading provider of medical imaging services across Australia and New Zealand. IDX employs some of Australasia's leading radiologists and diagnostic imaging specialists in a unique medical leadership model that ensures quality patient care, service and access. Good medicine is good business. For more information, please visit [www.integraldiagnostics.com.au/](http://www.integraldiagnostics.com.au/).*

**FORWARD-LOOKING STATEMENTS**

This announcement contains certain "forward-looking statements". The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Forward-looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies that are subject to change without notice and involve known and unknown risks and uncertainties and other factors that are beyond the control of IDX, its directors and management. This includes statements about market and industry trends, which are based on interpretations of current market conditions. You are strongly cautioned not to place undue reliance on forward-looking statements, particularly in light of the current economic climate. Forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which these statements are based. These statements may assume the success of IDX's business strategies. The success of any of those strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Readers are cautioned not to place undue reliance on forward-looking statements and except as required by law or regulation, none of IDX or its representatives assumes any obligation to update these forward-looking statements. No representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this announcement. The forward-looking statements are based on information available to IDX as at the date of this announcement. Except as required by law or regulation (including the ASX Listing Rules), none of IDX or its representatives undertakes any obligation to provide any additional or updated information whether as a result of a change in expectations or assumptions, new information, future events or results or otherwise. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward-looking statements.