



MARKET ANNOUNCEMENT

GENERAL

Intention to de-list from NZX and ASX

Auckland, 21 March 2019 - Orion Health Group Limited (NZX / ASX: OHE) (**Orion Health**) announces that it intends to de-list from the NZX Main Board and ASX after close of market trading on Thursday, 28 March 2019, following Grafton Health Holdings Limited's (**Grafton**) notice on Monday, 18 March 2019 exercising its compulsory acquisition rights under Part 7 of the Takeovers Code. In anticipation of this de-listing, trading in Orion Health's shares will be suspended on the NZX and ASX after close of market trading on Monday, 25 March 2019.

On Thursday, 21 February 2019, Grafton gave notice to Orion Health (outside market hours) confirming that it had become the dominant owner of Orion Health for the purposes of the Takeovers Code. On Monday, 18 March 2019, Grafton gave notice to NZX, ASX and all outstanding shareholders that it was exercising its compulsory acquisition rights under Part 7 of the Takeovers Code. Under these provisions Grafton is permitted to acquire all the outstanding shares in Orion Health that it does not yet hold. A copy of this announcement is available at www.nzx.com/companies/OHE/announcements

The proposed timetable for the de-listing is:

Date and time	Event
Monday, 18 March 2019	Compulsory acquisition notice sent by Grafton to all outstanding shareholders to compulsorily acquire their shares in Orion Health pursuant to the Takeovers Code
Monday, 25 March 2019	Last day of trading Orion Health shares on NZX and ASX
After close of market trading on Monday, 25 March 2019	Orion Health's shares will be suspended from trading on the NZX Main Board and ASX
After close of market trading on Thursday, 28 March 2019	Orion Health will be de-listed from the NZX Main Board and ASX
11:59pm on Monday, 8 April 2019	Deadline for outstanding Orion Health shareholders to return a completed transfer form under the



	compulsory acquisition provisions of the Takeovers Code
11:59pm on Monday, 15 April 2019	Deadline for Grafton completing the compulsory acquisition process

All times and dates referred to above are times and dates in New Zealand, unless otherwise indicated. These times and dates and the references to them are subject to change and are indicative only. Orion Health will announce any amendment to those times and dates.

Orion Health shareholders may continue to trade Orion Health shares on NZX and ASX until the close of market trading on Monday, 25 March 2019. Orion Health's shares will be suspended from trading on NZX and ASX after that time.

Selling to Grafton

Shareholders who return completed transfer forms to Grafton by 8 April 2019 will, in accordance with the Takeovers Code, be sent payment by Grafton within five working days following Grafton receiving the completed transfer form.

If shareholders do not return completed transfer forms to Grafton by 8 April 2019, then Grafton is required to, by 15 April 2018:

- (a) deliver to Orion Health the consideration of \$1.224 per share for all shares in respect of which a transfer form has not been returned to Grafton; and
- (b) send to Orion Health an instrument of transfer for those shares, executed on behalf of holders of those shares by Grafton or its agent (as Grafton is required to do under the Takeovers Code).

Any consideration received by Orion Health under paragraph (a) will be held by Orion Health in trust for the relevant outstanding Orion Health shareholders until it is claimed. Outstanding shareholders for whom the consideration referred to above is paid to Orion Health may claim that consideration directly from Orion Health.

Shareholders who have not accepted the offer are encouraged to return their transfer form to Grafton to ensure they are paid as soon as possible.

About Orion Health

Orion Health (NZX / ASX: OHE) is a global health technology company that provides solutions which enable healthcare to more than 100 million patients globally. Built on an open platform, Orion Health is a leading provider of population health management and precision health



solutions. The company employs more than 700 people in 15 countries and is committed to continual innovation, investing substantially in research and development to cement its position at the forefront of precision health. For more information visit www.orionhealth.com

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