

3 May 2018

ASX Release

LifeHealthcare Shareholders Approve Scheme

LifeHealthcare Group Limited (ASX: LHC) (**LifeHealthcare**) shareholders today voted in favour of the scheme of arrangement under which it is proposed that Pacific Health Supplies BidCo Pty Limited, an entity owned by funds managed or advised by Pacific Equity Partners, will acquire all of the shares on issue in LifeHealthcare (**Scheme**).

Voting results – Scheme Meeting

The resolution to approve the Scheme (**Scheme Resolution**), as set out in the Notice of Scheme Meeting that was despatched to LifeHealthcare shareholders with the Scheme Booklet on 4 April 2018, was approved by the requisite majorities of LifeHealthcare shareholders at a meeting in Sydney earlier today (**Scheme Meeting**). The Scheme Resolution was decided by way of a poll, and details of the poll and proxy results are set out in Annexure A to this announcement, including a summary of the poll voting results, direct votes received and votes by proxy.

In summary:

- 98.17% of shareholders present at the meeting (in person or by proxy) voted in favour of the Scheme Resolution; and
- 99.88% of the votes cast were in favour of the Scheme Resolution.

Next steps

LifeHealthcare will apply to the Federal Court of Australia (the **Court**) for orders approving the Scheme at the Second Court Hearing, which is scheduled for Thursday, 10 May 2018. LifeHealthcare will make a further announcement after the Court has considered LifeHealthcare's application. If the Court approves the Scheme:

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- as described in the Scheme Booklet, the LifeHealthcare Board intends to declare a fully franked special dividend of \$0.18 per LifeHealthcare share (**Special Dividend**), subject to the Scheme becoming Effective; and
- LifeHealthcare expects to lodge the Orders of the Court with the Australian Securities and Investments Commission on Friday, 11 May 2018, in which case the Scheme will become Effective on that date.

If the Scheme becomes Effective, the last day that LifeHealthcare shares will trade on the ASX will be Friday, 11 May 2018.

As described in the Scheme Booklet, if the Scheme becomes Effective and the LifeHealthcare Board declares the Special Dividend, on implementation of the Scheme (which is expected to occur on Friday, 25 May 2018), LifeHealthcare shareholders will receive:

- a fully franked Special Dividend of A\$0.18 cash for each LifeHealthcare share they held on the Special Dividend Record Date (which is currently expected to be 7:00pm (Sydney time) on Wednesday, 16 May 2018); and
- Scheme consideration of A\$3.495 cash for each LifeHealthcare share they held on the Scheme Record Date (which is currently expected to be 7:00pm (Sydney time) on Monday, 21 May 2018).

LifeHealthcare has established the Shareholder Information Line to answer questions its shareholders may have in relation to the Scheme. The Shareholder Information Line is available between 9:00am and 5:00pm (Sydney time) Monday to Friday on 1300 171 780 (within Australia) or +61 3 9415 4370 (outside Australia).

ENDS

For further information contact:

Kristine James
General Manager Corporate Development
+61 2 8114 1534
kristine.james@lifehealthcare.com.au

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Annexure A

**LifeHealthcare Group Limited
2018 Scheme Meeting
Thursday, 03 May 2018
Voting Results**

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

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
Scheme Resolution	Scheme	Number of Shares				Number of Shares			Carried
		25,657,658 99.15%	28,970 0.11%	190,137 0.74%	18,996	25,852,053 99.88%	31,595 0.12%	18,996	
		Number of Holders				Number of Holders			Carried
		403 92.86%	7 1.61%	24 5.53%	6	429 98.17%	8 1.83%	6	

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

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