

24 January 2019

Scheme Update – Confirmation of Special Dividend & consent from Animates JV counterparty received

Greencross is pleased to provide the following update in relation to the proposed scheme of arrangement pursuant to which Greencross will be acquired by Vermont Aus Pty Ltd (“TPG BidCo”), a company owned by Vermont Aus Holdco Pty Ltd (“HoldCo”) which is ultimately owned by TPG Asia VII SF Pte Ltd and TPG Growth IV SF Pte Ltd (“Scheme”).

Special Dividend

Greencross confirms that, if the Scheme is approved and implemented, the Directors intend to pay a fully franked dividend of \$0.19 for each Greencross Share held as at the Special Dividend Record Date. The Special Dividend Record Date is currently expected to be Wednesday 13 February 2019 at 7.00pm.¹

Condition Precedent relating to Animates JV

Implementation of the Scheme is subject to the satisfaction or waiver (as applicable) of a number of Conditions Precedent listed in clause 3.1 of the Scheme Implementation Agreement.

Greencross notes, in relation to the Condition Precedent in clause 3.1 (d) of the Scheme Implementation Agreement, that the counterparty to the Animates JV has given its consent in writing to the change in control which will occur as a result of the Scheme on terms and conditions which are acceptable to TPG BidCo.

As far as Greencross and TPG BidCo are aware, as at the date of this announcement, no circumstances have occurred which are likely to cause any of the Conditions Precedent not to be satisfied or to become incapable of being satisfied as at 8.00am on the Second Court Date. In the event of any material change in status, Greencross will inform Greencross Shareholders of the status of the Conditions Precedent through an announcement to ASX.

Final date for receipt of Elections

Greencross Shareholders are reminded that the latest date and time for receipt of Election Forms is Friday 25 January at 7.00pm (Sydney time) and the latest date and time for receipt of Proxy Forms for the Scheme Meeting is Monday 4 February 2019 at 10.00am (Sydney time). The Scheme Meeting will be held at 10.00am (Sydney time) on Wednesday 6 February 2019 at Northside Conference Centre, Cnr Oxley St and Pole Ln, Crows Nest, New South Wales.

¹ Greencross has applied to the Australian Tax Office (ATO) requesting a class ruling to confirm key taxation implications of the Scheme, including availability of franking credits for certain classes of taxpayers. Whether you will be able to realise the full benefit of the franking credits will depend on your individual circumstances. You should seek independent professional tax advice on your individual circumstances.

For further information in relation to the Scheme, please contact the Greencross Shareholder Information Line on 1800 260 668 (within Australia) or +61 1800 260 668 (outside Australia) on Business Days at any time between 8.30am and 5.30pm on Monday to Friday.

For more information contact:

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