

23 May 2024

SMALL SHAREHOLDING SALE FACILITY ESTABLISHED

Freedom Care Group Holdings Limited (“FCG”) announces it has established a sale facility for holders of unmarketable parcels for shareholders with holdings valued at less than A\$500 (“Sale Facility”).

The Sale Facility enables eligible shareholders to sell FCG shares without incurring any brokerage or handling costs. This initiative will substantially reduce administration costs incurred by FCG.

The Sale facility is open to shareholders on the FCG register who hold less than A\$500 worth of shares. Unless eligible shareholders opt-out of participation in the Sale facility, these shareholders will have their shares sold and the proceeds remitted to them free from brokerage and handling fees or the proceeds can be donated to charity.

As at 7.00pm (AEST) 22 May 2024 (Record Date) there are 1,899 shareholders who would be eligible to participate in the Sale Facility. The eligible shareholders hold 143,727 ordinary shares in FCG.

A summary of the key dates in respect of the Sale Facility is as follows:

Event	Date
Record Date to establish holders of unmarketable parcels	7pm (AEST) 22 May 2024
Sale Facility announcement to ASX	23 May 2024
Letter to shareholders with an unmarketable parcel	27 May 2024
Sale Facility Closing Date	5pm 11 July 2024

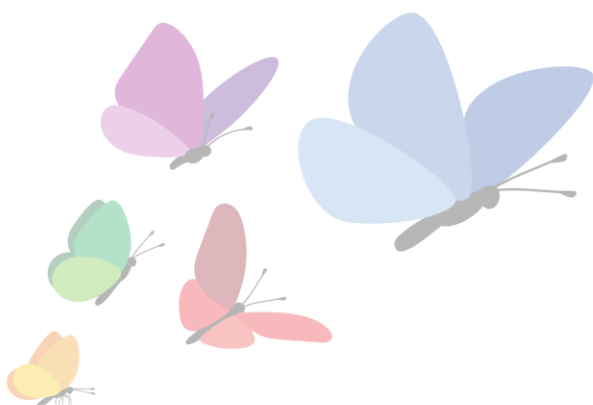
The attached letter is being sent to eligible shareholders detailing the key dates for the Sale facility and instructions for shareholders who wish to retain their shareholdings.

If you have any questions, please call your broker, accountant or professional adviser. If you require information on how to complete the Share Retention Form, please contact the Company Secretary.

Authorised for release by the Board.

Freedom Care Group Holdings Limited

W J Kernaghan
Company Secretary



23 May 2024

THIS LETTER REQUIRES YOUR IMMEDIATE ATTENTION

IF YOU TAKE NO ACTION, YOUR FREEDOM CARE GROUP HOLDINGS LIMITED SHAREHOLDING MAY BE SOLD

Dear Shareholder

Unmarketable Parcel Share Sale Facility

I am writing to offer you the opportunity to participate in a sale facility (**Unmarketable Parcel Sale Facility**), which is available to all eligible shareholders who hold less than a marketable parcel of shares in Freedom Care Group Holdings Limited (ACN 059 950 337) (**FCG**). This is defined as being fully paid ordinary shares in FCG (**Shares**) valued at a total of less than A\$500 (**Unmarketable Parcel**) and whose registered address is in Australia as at 7.00pm (Sydney time) on 22 May 2024 (**Record Date**).

FCG recognises that small shareholders may find it difficult or expensive to dispose of the Shares through the normal means.

The proposed Unmarketable Parcel Sale Facility provides small shareholders with an easy and cost-effective way to sell all of their Shares. In addition this will assist FCG to reduce ongoing costs associated with administering shareholdings.

Based on the closing price of FCG's Shares as traded on the Australian Securities Exchange (**ASX**) on the Record Date of A\$0.165, an Unmarketable Parcel is any holding of less than 3,031 Shares.

Our records indicate that as at the Record Date you held an Unmarketable Parcel. Accordingly, FCG offers you the opportunity to sell your Shares through the Unmarketable Parcel Sale Facility without paying for any brokerage or handling costs associated with the sale.

What do I need to do?

- 1. If you want to sell your Shares under the Unmarketable Parcel Sale Facility and you want to receive the sale proceeds you do not need to take any action.**

If you do not take any action, FCG intends to sell your Shares during the period of 15 July 2024 to 26 July 2024. The proceeds of the sale of your Shares will be paid to you as soon as practicable after the sale of all shares subject to the facility, in Australian Dollars using the payment method recorded by FCG's share registry, Boardroom Pty Limited (**Share Registry**) for your shareholding.

You do not need to appoint a broker or pay any brokerage or handling costs associated with the sale of your Shares under the Unmarketable Parcel Sale Facility. However, any tax consequences as a result of the sale of your Shares will be your responsibility.

If you are in doubt, or if you require further information regarding possible tax implications from participating in the Unmarketable Parcel Sale facility, please consult your legal, financial and/or taxation adviser.

- 2. If you want to sell your Shares under the Unmarketable Parcel Sale Facility and you want to donate the sale proceeds to Make a Wish Australia Charity you need to complete the details on the enclosed Share Retention Form and return your form so that it is received by the Share Registry by 5.00pm (Sydney time) on 11 July 2024 (Closing Date).**

You need to tick Option B on the Share Retention Form and return to the Share Registry's address listed on the Share Retention Form prior to the closing date on 11 July 2024.

- 3. If you DO NOT want to sell your Shares through the Unmarketable Parcel Sale Facility, you need to complete the details on the enclosed Share Retention Form and return your form so that it is received by the Share Registry by 5.00pm (Sydney time) on 11 July 2024 (Closing Date).**

Share Retention Forms can be returned to the Share Registry's address listed on the Share Retention Form.

Alternatively you may:

- (a) increase your shareholding by acquiring additional Shares under the same name and address with the same holder number (HIN or SRN) as your unmarketable parcel so that your shareholding increases to a minimum of 3,031 Shares. You must make your own arrangements to effect this; or
- (b) consolidate your holdings. If you have more than one holding of Shares in the same name but held under multiple HINs or SRNs, and together those holdings amount to a minimum of 3,031 Shares, you can contact our Share Registry to have those holdings consolidated. Contact details are set out on the enclosed Share Retention Form.

Any such transactions must be completed in time so that they are reflected on the Register by the Closing Date, being 5.00pm (Sydney time) on 11 July 2024.

Important Information

It is important that you read and understand the Unmarketable Parcel Sale Facility Terms and Conditions enclosed with this letter.

If you participate in the Unmarketable Parcel Sale Facility, you cannot specify the price at which your Shares will be sold and you will not have control over the time at which your Shares are sold, but your Shares will be sold by 26 July 2024.

The price that you will receive for each of your Shares sold through Unmarketable Parcel Sale Facility (**Sale Price**) will be the average price of all Shares sold through the Unmarketable Parcel Sale Facility. The Directors of the company may participate in the Unmarketable Parcel Sale Facility.

FCG does not make any recommendation as to whether you should participate in the Unmarketable Parcel Sale Facility and is not giving, and is not obliged to give, any advice to you.

If you have any questions concerning the contents of this letter please contact the undersigned on 0407 233 153.

Yours sincerely

W. J. Kernaghan
Company Secretary

About Freedom Care Group Holdings Limited

Freedom Care Group Holdings Limited (ASX:FCG) is a leading provider of NDIS care and support services helping Australians with a disability achieve their goals and live life to the fullest.

Freedom Care Group has a passionate and committed workforce of allied healthcare and disability support professionals, with more than 100 years of collective clinical experience. This team provides a wide range of services, including supported accommodation, allied health therapy, home and community participation services delivered in collaboration with multiple stakeholders.

Freedom Care Group is committed to constant improvement of its already high quality, person-centred NDIS services, striving to stay up-to-date with the latest industry standards, best practices and compliance. Freedom Care Group is now progressing an expansion strategy that is delivering continued growth in both the scale and geographic footprint of its business operations.

To learn more, please visit: www.freedomcaregroup.com.au/

UNMARKETABLE PARCEL SALE FACILITY TERMS AND CONDITIONS

Freedom Care Group Holdings Limited (ACN 059 950 337) (**FCG**) is offering an unmarketable parcel sale facility (**Unmarketable Parcel Sale Facility**) in accordance with Clause 3 of FCG's Constitution and the Australian Securities Exchange (**ASX**) Listing Rule 15.13.

These terms and conditions, together with the enclosed letter from the Company Secretary (**Notice**) and the Share Retention Form satisfy the notice requirements detailed in FCG's constitution.

1. What is the Unmarketable Parcel Sale Facility?

The Unmarketable Parcel Sale Facility is available to eligible shareholders who, at 7.00pm (Sydney time) on 22 May 2024 (**Record Date**), were registered as holders of fully paid FCG shares (**Shares**) valued at a total of less than A\$500 (**Unmarketable Parcel**) and whose registered address is in Australia.

The Unmarketable Parcel Sale Facility provides you with an easy and cost-effective way to dispose of all of your Shares. FCG will pay the brokerage and handling costs in relation to the sale of Shares under the Unmarketable Parcel Sale Facility.

If you want to sell your Shares under the Unmarketable Parcel Sale Facility, you do not need to take any further action. You should however check that your details, as recorded by FCG's share registry Boardroom Pty Limited (**Share Registry**), are correct.

If you want to sell your Shares under the Unmarketable Parcel Sale Facility and you want to donate the sale proceeds to Make a Wish Australia Charity you need to tick Option B on the Share Retention Form and return to the Share Registry's address listed on the Share Retention Form prior to the closing date on 11 July 2024.

If you are a holder of an Unmarketable Parcel and you do not want to sell your Shares, you must complete and return the Share Retention Form so that it is received by 5.00pm (Sydney time) on 11 July 2024 (**Closing Date**).

2. Timetable

Record Date:	7.00pm (AEST time) 22 May 2024
Announcement:	23 May 2024
Notice sent to shareholders:	27 May 2024
Opening Date:	27 May 2024
Closing date for receipt of Share Retention Forms:	11 July 2024
Sale of Shares on-market:	15 July 2024 to 26 July 2024

3. What is an Unmarketable Parcel?

The ASX Listing Rules provide that a marketable parcel is a parcel of shares with a value of at least A\$500 (determined by reference to the closing price of those shares on the ASX) at the relevant Record Date (**Marketable Parcel**).

4. Why is FCG offering the Unmarketable Parcel Sale Facility?

FCG recognises that small shareholders may find it difficult or expensive to dispose of their Shares through the normal means. In addition, while FCG values all of its shareholders, the administrative costs (including share register and shareholder communication expenses) of maintaining many small shareholder accounts is disproportionately high when compared with the dollar value of Unmarketable Parcels.

Accordingly, the Unmarketable Parcel Sale Facility provides small shareholders with an easy and cost-effective way to sell all of their Shares while assisting FCG to reduce ongoing costs associated with administering shareholdings.

5. Who can participate in the Unmarketable Parcel Sale Facility?

Any eligible shareholder who is the registered holder of an Unmarketable Parcel and whose registered address is in Australia as at 7.00pm (Sydney time) on the Record Date is eligible to participate in the Unmarketable Parcel Sale Facility.

6. What do I need to do to participate in the Unmarketable Parcel Sale Facility?

If you want to sell your Shares under the Unmarketable Parcel Sale Facility you do not need to take any further action.

Neither these terms and conditions nor any correspondence with FCG, its agents or employees constitutes advice or a recommendation to sell or retain your Shares, nor that the Unmarketable Parcel Sale Facility is the best way to sell your Shares.

You should seek independent advice (including tax advice) specific to your circumstances when determining whether to participate in the Unmarketable Parcel Sale Facility.

7. What do I need to do to participate in the Unmarketable Parcel Sale Facility and donate the sale proceeds to charity.

If you want to sell your Shares under the Unmarketable Parcel Sale Facility and you want to donate the sale proceeds you need to tick Option B on the Share Retention Form and return to the Share Registry's address listed on the Share Retention Form prior to the closing date on 11 July 2024.

8. What do I have to do to retain my Unmarketable Parcel?

If you want to retain your Unmarketable Parcel you must notify FCG in writing by completing the details on the enclosed Share Retention Form and returning your Form to the Share Registry in accordance with the instructions in the Share Retention Form by 5.00pm (Sydney time) on the Closing Date.

Alternatively you may:

- (a) increase your shareholding by acquiring additional Shares under the same name and address with the same holder number (HIN or SRN) as your unmarketable parcel so that your shareholding increases to a minimum of 3,031 Shares. You must make your own arrangements to effect this; or
- (b) consolidate your holdings. If you have more than one holding of Shares in the same name but held under multiple HINs or SRNs, and together those holdings amount to a minimum of 3,031 Shares, you can contact our Share Registry to have those holdings consolidated. Contact details are set out on the enclosed Share Retention Form.

Any such transactions must be completed in time so that they are reflected on the Register by the Closing Date, being 5.00pm (Sydney time) on 11 July 2024.

9. What happens if I do not return my Share Retention Form to the Share Registry by 5.00pm (Sydney time) on the Closing Date?

In accordance with its constitution and the ASX Listing Rules, FCG is entitled to sell your Shares under the Unmarketable Parcel Sale Facility.

10. Can I withdraw my Share Retention Form?

No, you cannot withdraw your Share Retention Form once it has been returned to the Share Registry.

11. What costs will I incur?

FCG is responsible for the costs of the sale of your Shares under the Unmarketable Parcel Sale Facility. This includes any stamp duty, brokerage and Share Registry fees (but expressly excludes any tax on income or capital gains).

Tax may be payable by you on any gains you make on the sale of the Shares. This will depend on your personal taxation circumstances.

If you are in doubt or if you require further information regarding possible tax implications from participating in the Unmarketable Parcel Sale Facility, please consult your legal, financial and/or taxation adviser.

12. Can I sell some but not all of my Unmarketable Parcel through the Unmarketable Parcel Sale Facility?

No. You cannot sell part of your Unmarketable Parcel under the Unmarketable Parcel Sale Facility.

13. Why did I receive two letters inviting me to sell my Shares through the Unmarketable Parcel sale Facility?

You may have two separate holdings of Shares. If that is the case, the Unmarketable Parcel Sale Facility will apply to each holding separately.

To provide instructions in relation to more than one holding you need to separately return a completed Share Retention Form for each of those holdings.

14. How can I consolidate my separate holdings and what will happen to my consolidated holding?

If the sum of your separate shareholdings equates to more than an Unmarketable Parcel and the Shares are held in the same name, you may create a Marketable Parcel by merging your holdings. To consolidate your holdings you need to complete a 'Request to Consolidate Holdings' form and return it to the Share Registry.

You can obtain this form from the Share Registry's website www.computershare.com.au/investor or by contacting the Share Registry.

If your separate holdings are consolidated by no later than 5.00pm (Sydney time) on the Closing Date and your consolidated shareholding equates to more than an Unmarketable Parcel, the holding will not be sold under the Unmarketable Parcel Sale Facility.

15. What happens if I buy more Shares or merge my holdings so that I have a Marketable Parcel?

If your holding increases between the Record Date and the Closing Date (either as a result of buying more shares or by merging your separate holdings) so that you have a Marketable Parcel (i.e. more than an Unmarketable Parcel) on the Closing Date, your Shares which are the subject of the Notice will not be sold under the Unmarketable Parcel Sale Facility.

16. What happens if the Share price increases so that I have a Marketable Parcel?

If the Share price increases between the Record Date and the Closing Date so that the value of your Unmarketable Parcel increases to more than a Marketable Parcel on the Closing Date, your Shares which are the subject of the Notice will still be sold under the Unmarketable Parcel Sale Facility, unless you return your completed Share Retention Form to the Share Registry in accordance with the instructions in the Share Retention Form, by 5.00pm (Sydney time) on the Closing Date.

17. What if I hold my Shares in a CHESS sponsored holding?

You can still participate in the Unmarketable Parcel Sale Facility if you hold Shares in a CHESS sponsored holding. Shares remaining in a CHESS sponsored holding as at the Closing Date will be moved to an issuer sponsored holding and sold under the Unmarketable Parcel Sale Facility.

18. When and how will my Shares be sold?

The sale of Shares under the Unmarketable Parcel Sale Facility is expected to occur as soon as practicable after the Closing Date. A licensed broker, will act as execution-only broker on behalf of shareholders to effect any sales under the Unmarketable Parcel Sale Facility.

FCG is irrevocably authorised by each participating shareholder in the Unmarketable Parcel Sale Facility to do all things to facilitate the sale of the Shares under the Unmarketable Parcel Sale Facility without further notice, including to engage any third party (including brokers) and execute all necessary documents (including to effect any holding adjustment, securities transformation, securities transfer or other transmission, in relation to an eligible shareholder's Unmarketable Parcel, such as converting a CHESS holding to an Issuer Sponsored holding).

19. What price will I receive?

If you participate in the Unmarketable Parcel Sale Facility you cannot specify the price at which you're Shares will be sold and you will not have control over the time at which your Shares are sold, but your shares will be sold by 26 July 2024.

The price that you will receive for each of your Shares sold through the Unmarketable Parcel Sale Facility (**Sale Price**) will be the average price of all Shares sold through the Unmarketable Parcel Sale Facility. The Sale Price will be calculated by FCG or a third party appointed by FCG and may not be challenged in the absence of manifest error.

The market price of Shares is subject to change. The Sale Price may be more or less than the actual market price at the time of sale and may not be the best price obtainable on the day on which your shares are sold or over the period in which FCG may sell your Shares. Neither FCG nor its Broker, or their respective agents and employees will provide any assurance as to what the price of the Shares on the ASX will be or what price you will receive for your Shares under the Unmarketable Parcel Sale Facility.

Information on the price of Shares can be obtained through the ASX website (www.asx.com.au) by looking up FCG's code: "FCG".

The Share Registry will send you a payment advice notifying you of the number of your Shares sold through the Unmarketable Parcel Sale Facility, the Sale Price and the total sale proceeds you have received. You will not receive any interest on the sale proceeds.

20. Directors may participate in the acquisition of Unmarketable Parcel Sale Facility

Directors of the company may participate in the acquisition of shares under any sales under the Unmarketable Parcel Sale Facility.

21. How and when will I receive the proceeds from the sale of my Shares?

Sale proceeds will be paid to you in Australian Dollars in accordance with your existing payment instructions with the Share Registry, as soon as practicable after the sale of all shares subject to the facility.

22. What happens to the Unmarketable Parcel Sale Facility if there is a takeover bid for FCG?

The Unmarketable Parcel Sale Facility will become unavailable following an announcement of a takeover bid for FCG. In the event that any shares are sold under the Unmarketable Parcel Sale Facility prior to a takeover bid being made, sale proceeds will be remitted to those shareholders whose Shares have been sold. The Sale Price that those shareholders will receive for each of the Shares sold through the Unmarketable Parcel Sale Facility will be the average price of all Shares sold through the Unmarketable Parcel Sale Facility prior to the takeover bid being made.

The Unmarketable Parcel Sale Facility may be recommenced after the close of the offers made under any takeover bid at the absolute discretion of FCG.

23. Suspension, termination, re-scheduling of, or change to, the Unmarketable Parcel Sale Facility

FCG reserves the right to:

- (a) suspend or terminate the Unmarketable Parcel Sale Facility at any time, without notice to you, for any reason;
- (b) change the terms and conditions of the Unmarketable Parcel Sale Facility at any time by giving notice to the ASX and on the FCG website at www.freedomcaregroup.com.au but no such change will apply to the completed sale of shares through the Unmarketable Parcel Sale Facility; and
- (c) change any of the dates referred to in this letter by notice to the ASX.

Each shareholder is bound by any such suspension, termination or change whether or not they receive notice of the suspension, termination or change.

Additional information

How to complete this form

- A. Select option A by marking the box on the front of this form if you want to retain your shareholding in Freedom Care Group Holdings Limited and return it to the Company's share registry in accordance with the lodgement instructions below. **If this form is not received by 5.00pm (AEST) on 11 July 2024, and you have not otherwise validly notified the Company that you wish to retain your shares, the Company will be entitled to sell your shares on your behalf.**
- B. Select option B by making the box on the front of this form if you want the Company to sell your shares and donate the proceeds to **Make A Wish Australia Charity**.
- C. Select option C by marking the box on the front of this form if you want to sell your shares in Freedom Care Group Holdings Limited and receive the funds via EFT. Please provide your EFT details below option C on the front of this form.
- D. This is the number of shares held by you at the record date, 7.00pm on 22 May 2024
- E. Enter your contact details in case we need to contact you.
- F. The form **must** be signed. In the spaces provided on this form as follows:

Individual: Where the holding is in only one name, this form is to be signed by the securityholder.

Joint Holding: Where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: To sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

Lodgement of this Form

If you wish to retain your shares, this form must be completed and returned to the share registry by no later than 5.00pm (AEST) on 11 July 2024. If you are returning your form by post, please allow sufficient time for collection and delivery by postal services. The postal rule does not apply, which means that to be valid your completed form must be received by no later than 5.00pm (AEST) on 11 July 2024.

Mailing address:

Freedom Care Group Holdings Limited
C/- Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

Delivery address:

Freedom Care Group Holdings Limited
C/- Boardroom Pty Limited
Level 8
210 George Street
SYDNEY NSW 2000

Consolidation of shareholdings

If you have more than one holding on the Freedom Care Group Holdings Limited register, you should consider consolidating them. For further information regarding this, please contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

Changes of Address Supported by your Signature(s)

If your address is not exactly as shown, please provide details below. This is only relevant for Issuer Sponsored registered holdings. CHESS holders must notify your sponsoring broker for amendments to holdings on the CHESS Subregister.

CHANGE OF ADDRESS DETAILS – ISSUER SPONSORED ONLY		
SIGN HERE FOR ADDRESS AMENDMENTS:		
Shareholder 1 (Individual) / Sole Director & Sole Company Secretary	Joint Shareholder 2 (Individual) / Director	Joint Shareholder 3 (Individual) / Director/Company Secretary (Delete one)

Privacy Statement

Boardroom Pty Limited advises that Chapter 2C of the *Corporations Act 2001* (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Form. Our privacy policy is available on our website (<https://boardroomlimited.com.au/corp/privacy-policy>).