

22 September 2021

Letter to Shareholders re Scheme Booklet & Scheme Meeting

Japara Healthcare Limited (**Japara** or the **Company**) (ASX: JHC) announced on 17 September 2021 that the Federal Court of Australia had approved the convening of a Scheme Meeting and distribution of a Scheme Booklet pursuant to a scheme of arrangement for the proposed acquisition of all the issued ordinary shares in the Company by Little Company of Mary Health Care Limited.

The attached letter, along with an accompanying personalised proxy form, will be dispatched today by post to Japara shareholders who have not supplied an email address to the Company. The letter contains details on where the Scheme Booklet can be viewed and downloaded, and on the Scheme Meeting.

An email containing similar information will be also be despatched today to those Japara Shareholders who have supplied an email address to the Company.

Authorised by:
Bruce Paterson
Company Secretary

Scheme Booklet & Scheme Meeting

Important information for Japara Shareholders

22 September 2021

Dear Japara Shareholder

As previously announced by Japara Healthcare Limited ABN 54 168 631 052 (**Japara**) to the ASX, Japara has entered into a Scheme Implementation Deed with Little Company of Mary Health Care for the acquisition of all of the issued shares in Japara at \$1.40 per share by way of scheme of arrangement (**Scheme**).

In order to effect the Scheme, the Federal Court of Australia has ordered that Japara convene a meeting (**Scheme Meeting**) of all Japara Shareholders to consider and vote on the Scheme.

Your vote is important and I encourage you to participate in and vote at the Scheme Meeting or alternatively by completing and submitting a proxy form.

Japara Directors recommend that you vote in favour of the Scheme, in the absence of a superior proposal.

A booklet in connection with the Scheme (**Scheme Booklet**) has been prepared which contains important information for your consideration and the Notice of Meeting.

The Scheme Booklet is available electronically for viewing and downloading from the Scheme website at scheme.japara.com.au. If you have a smart phone or other compatible mobile device, you can also access it by scanning the QR code at the bottom of this letter.

Japara will not be sending a hard copy of the Scheme Booklet or the Notice of Meeting to Japara Shareholders unless requested. To obtain a hard copy of the Scheme Booklet or the Notice of Scheme Meeting, please contact the Japara Shareholder Information Line on 1300 857 499 (or +61 1300 857 499 if outside Australia) between 8.30am and 5.30pm (Melbourne time), Monday to Friday, excluding public holidays.

Capitalised terms used but not defined in this letter have the defined meanings set out in the Scheme Booklet, unless the context otherwise requires.

Scheme Meeting details

The Scheme Meeting will be held at 10.00am (Melbourne time) on Thursday, 21 October 2021.

Due to the current restrictions on physical gatherings and travel imposed by governments as a result of the COVID-19 pandemic, and as an important health and safety measure, Japara Shareholders and their authorised proxies, attorneys and corporate representatives (each a **Participant**) will not be able to attend the Scheme Meeting in person. The Scheme Meeting will be held virtually via an online platform, except for those members of the Japara Board and management who are able to attend in person in a safe and permissible manner.

Participants may attend and participate in the Scheme Meeting via the online platform which can be accessed from the Scheme website at scheme.japara.com.au.

Participants will be able to listen to the Scheme Meeting, cast an online vote, ask questions online and, subject to receiving a personalised PIN number in advance, speak and ask questions by telephone.

Further information on how to participate in the Scheme Meeting via the online platform and by telephone is set out in the explanatory notes that accompany and form part of the Notice of Meeting and in the Scheme Meeting Online Guide which is available on the Scheme website at scheme.japara.com.au.

Appointing a proxy to vote on the Scheme Resolution

Enclosed with this letter is a paper proxy form for the Scheme Meeting and a reply paid envelope.

Japara also provides the option of appointing a proxy online. To do so, please visit the below website and follow the prompts: <https://investorcentre.linkmarketservices.com.au/voting/JHC>.

If you have a smart phone or other compatible mobile device, you can lodge your vote via the Japara Registry's website by scanning the QR code on the back of your proxy form. Log-in using the SRN/HIN and postcode for your shareholding.

Alternatively, you can submit your proxy by post (using the reply paid envelope provided), hand delivery or by fax to the Japara Registry (Link Market Services Limited). Further details on how to submit a proxy form and vote are included in the Scheme Booklet and Notice of Meeting.

To be effective, proxy appointments must be received by the Japara Registry by 10.00am (Melbourne time) on Tuesday, 19 October 2021.

Further queries and support

For more information, please refer to the Scheme Booklet.

If you have any questions, please contact the Japara Shareholder Information Line on 1300 857 499 (or +61 1300 857 499 if outside Australia) between 8.30am and 5.30pm (Melbourne time), Monday to Friday, excluding public holidays.

Yours sincerely



Linda Bardo Nicholls AO
Chairman
Japara Healthcare Limited



Scan this QR Code to access the Scheme Booklet and the Scheme Meeting Online Guide or visit scheme.japara.com.au.