

ASX Announcement

15 November 2023

Estia Health shareholders vote in favour of Scheme

Estia Health Limited (**ASX: EHE**) (**Estia Health**) is pleased to announce that Estia Health shareholders have today voted in favour of the proposed acquisition of Estia Health by Firebird BidCo Pty Ltd (an entity ultimately controlled by Bain Capital, LP), by way of scheme of arrangement (**Scheme**).

Results of Scheme Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), Estia Health advises that the resolution to approve the Scheme (**Scheme Resolution**), as set out in the Notice of Meeting included in the Scheme Booklet dated 11 October 2023, was passed by the requisite majorities of Estia Health shareholders at the Scheme Meeting held earlier today pursuant to orders made on 11 October 2023 by the Supreme Court of New South Wales (**Court**).

In summary:

- 91.80% of Estia Health shareholders present and voting (in person or by proxy, attorney or corporate representative) voted in favour of the Scheme Resolution; and
- 99.74% of the votes cast by Estia Health shareholders were in favour of the Scheme Resolution.

Details of the valid proxies received and votes cast are set out in an **attachment** to this announcement.

Defined terms in this announcement have the meanings given to them in the Scheme Booklet.

Next Steps

The Scheme remains subject to the approval of the Court at the hearing scheduled for 9.15am (Australian Eastern Daylight Time) on Tuesday, 5 December 2023, and certain other customary conditions precedent as previously announced and described in the Scheme Booklet.

If the outstanding conditions precedent are satisfied or waived (if applicable) prior to the hearing, and the Court approves the Scheme, Estia Health proposes to lodge an office copy of the orders of the Court with the Australian Securities and Investments Commission (**ASIC**) (expected to occur on the next business day, Wednesday, 6 December 2023), at which time the Scheme will become effective. It is expected that Estia Health's ordinary shares will be suspended from trading on the ASX from close of trading on Wednesday, 6 December 2023 and the Scheme will then be implemented on Friday, 15 December 2023.

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The key dates for implementation of the Scheme are set out below*:

Expected date and time	Event
9.15am on Tuesday, 5 December 2023	Second Court Hearing to obtain orders approving the Scheme
Wednesday, 6 December 2023	Lodgment by Estia Health with ASIC of the Court orders approving the Scheme
Close of trading on Wednesday, 6 December 2023	Suspension of trading in Estia Health shares on the ASX
7.00pm on Tuesday, 12 December 2023	Time and date for determining entitlements to Scheme consideration
Friday, 15 December 2023	Implementation date

* All times and dates in the above timetable are references to the time and date in Australian Eastern Daylight time and all such times and dates are subject to change. Certain times and dates are conditional on the conditions precedent to the Scheme, including approval of the Scheme by the Court, being satisfied or waived (as applicable). Any changes will be announced by Estia Health to the ASX.

Approved for release by the Managing Director and Chief Executive Officer, Mr Sean Bilton.

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Further enquiries:

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About Estia Health

Estia Health Limited is one of Australia's leading aged care providers, operating 73 homes across Victoria, South Australia, New South Wales and Queensland. Estia Health cares for over 8,000 residents annually and supports them and their families at an important time in their lives.

SCHEME MEETING
Wednesday, 15 November, 2023

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution Voted on at the meeting			Proxy Votes (as at proxy close)				Direct vote (as at proxy close):		Total votes cast in the poll (where applicable)			Result
No	Short Description	Strike Y/N/NA	For	Against	Discretionary (open votes)	Abstain	For	Against	For	Against	Abstain **	
1	<p>To consider and, if thought fit, pass the following resolution:</p> <p>“That, under and in accordance with section 411 of the Corporations Act 2001 (Cth), the members agree to the arrangement proposed between Estia Health Limited and Estia Health Shareholders, designated the “Scheme”, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting (with or without alterations or conditions required or approved by the Supreme Court of New South Wales to which Estia Health Limited and Firebird BidCo Pty Ltd agree) and the Board of Estia Health Limited is authorised to implement the Scheme with any such alterations or conditions”</p>	NA	<p>152,050,208</p> <p>92.46%</p>	<p>185,441</p> <p>0.11%</p>	<p>245,552</p> <p>0.15%</p>	7,048	<p>11,731,796</p> <p>7.13%</p>	<p>240,681</p> <p>0.15%</p>	<p>164,027,556</p> <p>99.74%</p> <p>627 Holders</p>	<p>426,122</p> <p>0.26%</p> <p>56 Holders</p>	<p>7,048</p> <p>2 Holders</p>	Carried

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item