

ASX Announcement

6 December 2023

Scheme of Arrangement becomes legally effective

Estia Health Limited (**ASX: EHE**) (**Estia Health**) confirms that, further to its announcement on Tuesday, 5 December 2023, it has today lodged an office copy of the orders made by the Supreme Court of New South Wales (**Court**) approving the proposed scheme of arrangement (**Scheme**) under which all of the issued shares in Estia Health will be acquired by Firebird BidCo Pty Ltd, with the Australian Securities and Investments Commission (**ASIC**) pursuant to sub-section 411(10) of the *Corporations Act 2001* (Cth).

An office copy of the Court orders lodged with ASIC is **attached** at Annexure A to this announcement.

The Scheme is now legally effective and it is expected that quotation of Estia Health's ordinary shares on the ASX will be suspended from the close of trading today, Wednesday, 6 December 2023.

Estia Health shareholders (**Scheme Shareholders**) will receive \$3.08 cash per Estia Health share on the implementation date for the Scheme (being Friday, 15 December 2023) in respect of Estia Health shares held by the Scheme Shareholders at 7:00pm (Australian Eastern Daylight Time) on Tuesday, 12 December 2023.

Approved for release by the CEO and Managing Director of Estia Health Limited

--- ENDS ---

Further enquiries:

| Media | Investors |
|--|--|
| Julie Connolly | Anthony Rice |
| John Connolly & Partners | Chief Financial Officer |
| jlc@jcp.com.au | investor@estiahealth.com.au |
| 0418 470 203 | |

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.



Issued: 5 December 2023 11:15 AM

JUDGMENT/ORDER**COURT DETAILS**

| | |
|-------------|----------------------|
| Court | Supreme Court of NSW |
| Division | Equity |
| List | Corporations List |
| Registry | Supreme Court Sydney |
| Case number | 2023/00276387 |

TITLE OF PROCEEDINGS

| | |
|-----------------|---------------------------------------|
| First Plaintiff | ESTIA HEALTH LIMITED ACN 160986201 |
|-----------------|---------------------------------------|

First

DATE OF JUDGMENT/ORDER

| | |
|--------------------|-----------------|
| Date made or given | 5 December 2023 |
| Date entered | 5 December 2023 |

TERMS OF JUDGMENT/ORDER**VERDICT, ORDER OR DIRECTION:**

Hearing of Originating Process filed 30 August 2023. Second Court hearing.

Grant leave to Firebird BidCo Pty Ltd to appear under r 2.13 of the Supreme Court (Corporations) Rules 1999 (NSW)

Black J makes orders in accordance with the Short Minutes of Order initialled by him and placed on the file.

THE COURT ORDERS THAT:

1. Pursuant to s 411(4)(b) of the Corporations Act 2001 (Cth) (Act), the scheme of arrangement between the Plaintiff and its shareholders, the terms of which are set out in the document at Appendix 3 of the document comprising Exhibit P1 in the proceeding (Scheme), is approved.
2. The Plaintiff lodge with the Australian Securities and Investments Commission a copy of the approved Scheme at the time of lodging a copy of these Orders.
3. Pursuant to s 411(12) of the Act, the Plaintiff is exempted from compliance with s 411(11) of the Act in relation to the Scheme.
4. These orders be entered forthwith.

SEAL AND SIGNATURE



Signature Chris D'Aeth
Capacity Principal Registrar
Date 5 December 2023

If this document was issued by means of the Electronic Case Management System (ECM), pursuant to Part 3 of the Uniform Civil Procedure Rules (UCPR), this document is taken to have been signed if the person's name is printed where his or her signature would otherwise appear.

PERSON PROVIDING DOCUMENT FOR SEALING UNDER UCPR 36.12

Name ESTIA HEALTH LIMITED, Plaintiff 1

Legal representative Beverley Newbold
Legal representative reference
Telephone 02 9921 4894

FURTHER DETAILS ABOUT Plaintiff(s)

First Plaintiff
Name ESTIA HEALTH LIMITED
ACN 160986201
Address 1 Farrer Place
SYDNEY NSW 2000
Telephone (02)99218888
Fax (02)99218123
E-mail beverley.newbold@minterellison.com
Client reference

Legal representative

Name Beverley Newbold
Practicing certificate number 33378
Address Governor Macquarie Tower Level 40
1 Farrer Place
SYDNEY NSW 2000
DX address
Telephone 02 9921 4894
Fax 02 9921 8070
Email beverley.newbold@minterellison.com
Electronic service address beverley.newbold@minterellison.com

FURTHER DETAILS ABOUT (s)