

# ASX Release

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## Notice of Extraordinary General Meeting and Draft Prospectus

Sigma Healthcare Limited (**Sigma**) is pleased to provide the following update in relation to its proposed merger with CW Group Holdings Limited (**Chemist Warehouse**) (**Transaction**) to be implemented via a scheme of arrangement under which Sigma will acquire 100% of the issued shares in Chemist Warehouse (**Scheme**).

### General Meeting

As stated in the ASX announcement made on 13 December 2024, the Transaction is subject to Sigma shareholders approving a number of resolutions related to the Transaction at an extraordinary general meeting (**General Meeting**). In addition there are other conditions including Chemist Warehouse shareholders and the Federal Court of Australia approving the Scheme.

Further to the ASX announcement made on 13 December 2024, the scheme booklet was dispatched to Chemist Warehouse shareholders earlier today.

The General Meeting will be held in person at the Sofitel, 25 Collins Street, Melbourne Victoria 3000 at 2.00pm (Melbourne time) on Wednesday, 29 January 2025 and online at <https://meetings.linkgroup.com/SIGEGM25>.

At the General Meeting, Sigma will seek a number of Sigma shareholder approvals which are either:

- conditions precedent to the Transaction; or
- being proposed to facilitate implementation of the Transaction or the post-implementation operations of the combined Sigma and Chemist Warehouse group of entities (**Merged Group**).

In summary, approval is being sought for the following resolutions (**Resolutions**):

- **Resolution 1.** To make the significant change to the scale of Sigma's activities that will result from Implementation of the Transaction.
- **Resolution 2.** To issue the new Sigma shares under the Transaction which form part of the consideration for the acquisition of Chemist Warehouse.
- **Resolution 3.** To approve a number of existing related party arrangements and future related party dealings related to Chemist Warehouse.
- **Resolution 4.** The giving of financial assistance by Chemist Warehouse entities as part of their integration into the Merged Group's debt financing arrangements.
- **Resolution 5 – 8.** The appointment of Mr Jack Gance, Mr Mario Verrocchi, Mr Damien Gance and Ms Danielle Di Pilla as directors of Sigma.
- **Resolution 9.** To increase the non-executive Sigma Director fee pool in light of the increased size of the Board and greater complexity of the combined businesses once the Transaction implements.

- **Resolutions 10 and 11.** To approve the cancellation of, and changes to, existing performance rights.

### Notice of Meeting

The full details regarding the General Meeting are set out in the explanatory memorandum and accompanying notice of meeting (together, the **Notice of Meeting**) released separately to the ASX today. The Notice of Meeting includes detailed information on the Resolutions, the Transaction and the Merged Group which should be read carefully by Sigma shareholders.

### Sigma Independent Expert's Report

To assist Sigma shareholders to assess whether to vote in favour of Resolution 3, the Sigma directors appointed Grant Thornton Corporate Finance Pty Limited (**Sigma Independent Expert**) to prepare an independent expert's report opining on whether certain existing related party arrangements and future related party dealings related to Chemist Warehouse are fair and reasonable to non-associated Sigma shareholders (**Sigma Independent Expert's Report**). The Sigma Independent Expert has concluded that the existing related party arrangements and future related party dealings are fair and reasonable to non-associated Sigma shareholders.

A complete copy of the Sigma Independent Expert's Report is included as Appendix 2 of the Notice of Meeting.

Sigma shareholders are encouraged to read the Sigma Independent Expert's Report in full.

### Voting on the resolutions

For the Transaction to proceed, it is necessary that a sufficient number of Sigma shareholders vote in favour of the resolutions.

Sigma shareholders registered on the Sigma share register at 7.00pm (Melbourne time) on 27 January 2025 will be entitled to vote on the resolutions.

Sigma shareholders may vote:

- **in person**, by attending the General Meeting in person at the Sofitel, 25 Collins Street, Melbourne Victoria 3000;
- **online**, by participating and voting via the online platform at <https://meetings.linkgroup.com/SIGEGM25>;
- **by proxy**, by completing and submitting a proxy form for the General Meeting in accordance with the instructions set out in the proxy form or by submitting a proxy online at <https://investorcentre.linkgroup.com/>;
- **by attorney**, by appointing an attorney to attend and vote at the General Meeting and providing a duly executed power of attorney to the Sigma share registry; or
- **by corporate representative**, in the case of a body corporate which is a Sigma shareholder, by appointing a corporate representative to attend and vote at the General Meeting on behalf of that Sigma shareholder and providing a duly executed 'Appointment of Corporate Representative' form prior to the General Meeting.

Further details on how Sigma shareholders may attend and participate in the General Meeting are set out in the Notice of Meeting.

### Sigma directors' recommendation

The Sigma directors unanimously recommend that Sigma shareholders vote in favour of the resolutions at the General Meeting in the absence of a superior proposal and subject to the Sigma Independent Expert continuing to conclude that the existing related party arrangements and future

related party dealings related to Chemist Warehouse are fair and reasonable or not fair but reasonable to non-associated Sigma shareholders.<sup>1</sup>

Subject to the same conditions, each Sigma director intends to vote all of the Sigma shares they own or control in favour of the resolutions.

### Draft Prospectus

ASX's decision that Sigma is not required to re-comply with the ASX's admission and quotation requirements for the Transaction was subject to certain conditions, including that Sigma issue a prospectus in accordance with section 710 of the *Corporations Act 2001* (Cth) for the Merged Group before or concurrently with implementation of the Transaction.

A draft of that prospectus will be released separately to the ASX today. See the cover sheet on the draft prospectus for further details about the purpose of the prospectus and an explanation of the nominal offer that is proposed to be made under the prospectus when it is formally lodged with ASIC closer to implementation of the Transaction.

### Indicative key dates for Transaction

Event	Time and date
Dispatch of Scheme Booklet to Chemist Warehouse shareholders	18 December 2024
Announcement of Notice of Meeting to Sigma shareholders and release of draft prospectus	18 December 2024
Latest time and date for receipt of proxy forms or powers of attorney by the Sigma share registry for the General Meeting	2.00pm on 27 January 2025
Time and date for determining eligibility to vote at the General Meeting	7.00pm on 27 January 2025
<b>General Meeting of Sigma shareholders</b>	2.00pm on 29 January 2025
<b>Scheme Meeting of Chemist Warehouse shareholders</b>	6.00pm on 29 January 2025
<b><i>If Scheme is approved by Chemist Warehouse shareholders at the Scheme Meeting, and resolutions related to the Transaction are passed by Sigma shareholders at the General Meeting</i></b>	
<b>Second Court Hearing</b>	10.15am on 3 February 2025
Court hearing to approve the Scheme	

<sup>1</sup> Michael Sammells has an interest in 258,448 Sigma shares, Chris Roberts has an interest in 12,014 Sigma shares, Annette Carey has an interest in 21,212 Sigma shares, Neville Mitchell has an interest in 30,295 Sigma shares, Kate Spargo has an interest in 719,679 Sigma shares and Vikesh Ramsunder has an interest in 11,662,028 Sigma shares and 6,088,884 performance rights and up to an additional \$267,159 of performance rights. The non-executive directors who remain on the board of the Merged Group following implementation of the Transaction will be entitled to increased remuneration as a result of implementation of the Transaction and Vikesh Ramsunder will receive an enhanced remuneration package and his incentives will be subject to the treatment outlined in section 12.2 of the Notice of Meeting if the Transaction is implemented. Further details on the interests of the Sigma Directors, are disclosed in sections 8.10, 12.1 and 12.2 of the Notice of Meeting.

Event	Time and date
<b>Effective Date</b> Court order lodged with ASIC	4 February 2025
<b>Scheme Record Date</b> Time and date for determining entitlements to the Scheme consideration	6 February 2025
<b>Implementation Date</b> The date on which the Transaction will be implemented, and the Scheme consideration will be provided to Chemist Warehouse shareholders	12 February 2025
New Sigma shares issued under the Scheme commence trading on a normal settlement basis	13 February 2025

All times and dates in the above timetable are references to the time and date in Melbourne, Australia and all such times and dates are subject to change. Any changes will be announced by Sigma to ASX.

#### Further information

You should carefully read the Notice of Meeting in its entirety before making any decision in relation to how to vote on the resolutions that will be proposed at the General Meeting.

If you have any questions, you can call the Transaction Information Line on 1300 103 401 (within Australia) or +61 2 9066 4063 (outside Australia), between 8.30am and 5.00pm (Melbourne time), Monday to Friday (excluding public holidays).

If you are in any doubt as to what you should do, please consult your legal, financial, tax or other professional adviser without delay.

#### *For more information contact:*

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*This announcement was authorised for release by the board of Sigma Healthcare Limited.*

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