

# ASX Release

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4 February 2025

## Merger with Chemist Warehouse – Scheme effective

Sigma Healthcare Limited (**Sigma**) refers to its announcement made on Monday, 3 February 2025. Sigma confirms that CW Group Holdings Limited (**Chemist Warehouse**) has lodged with ASIC an office copy of the orders made by the Federal Court of Australia (**Court**) approving the proposed scheme of arrangement under which Sigma will acquire 100% of the issued shares in Chemist Warehouse (**Scheme**). The Scheme is now legally effective.

An office copy of the Court orders lodged with ASIC is attached.

It is expected that implementation of the Scheme will occur on Wednesday, 12 February 2025 and Chemist Warehouse Shareholders will be provided with the Scheme Consideration on that date in respect of all Chemist Warehouse Shares held on the Scheme Record Date (being Thursday, 6 February 2025). New Sigma shares issued under the Scheme are expected to commence trading on a normal settlement basis on Thursday, 13 February 2025.

The above times and dates are references to the time and date in Melbourne, Australia and are subject to change. Any changes will be communicated by Chemist Warehouse to Chemist Warehouse shareholders and announced by Sigma to ASX.

### *For more information contact:*

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

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Federal Court of Australia

District Registry: Victoria Registry

Division: General

No: VID1240/2024

**IN THE MATTER OF CW GROUP HOLDINGS LIMITED (ACN 635 851 839)**

**CW GROUP HOLDINGS LIMITED**

Plaintiff

**ORDER**

**JUDGE:** Justice Moshinsky

**DATE OF ORDER:** 3 February 2025

**WHERE MADE:** Melbourne

**THE COURT NOTES THAT:**

There has been produced to the Court a statement in writing by the Australian Securities and Investments Commission (ASIC) in accordance with s 411(17)(b) of the *Corporations Act 2001* (Cth) (**Corporations Act**) that ASIC has no objection to the scheme of arrangement between the plaintiff (CWG) and its members which was agreed to by the members at a meeting held on 29 January 2025, the terms of which were set out in Annexure A to the orders of the Court made on 13 December 2024 (**Scheme**).

**THE COURT ORDERS THAT:**

1. Pursuant to s 411(4)(b) of the Corporations Act, the Scheme be and is hereby approved.
2. Pursuant to s 411(12) of the Corporations Act, CWG be exempted from compliance with s 411(11) of the Act in respect of the Scheme.

Date orders authenticated: 3 February 2025

  
Registrar

Note: Entry of orders is dealt with in Rule 39.32 of the *Federal Court Rules 2011*.

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