

30 April 2021

Non-binding indicative proposal to acquire Japara Healthcare

Japara Healthcare Limited (ASX: JHC) (Japara) has received an unsolicited, indicative, conditional and non-binding proposal from Little Company of Mary Health Care Ltd (Calvary), an Australian not-for-profit healthcare and aged care provider, to acquire 100% of the shares in Japara by way of a Scheme of Arrangement (Indicative Proposal).

The indicative cash price offered to shareholders under the Indicative Proposal is \$1.04 per share. The offer price assumes no further dividends, distributions or reductions in capital would be paid from the date of the Indicative Proposal and that there are no material changes to the business from the position disclosed to the ASX.

The Indicative Proposal is subject to a number of conditions, including completion of due diligence, negotiation and execution of a binding scheme implementation agreement and a unanimous recommendation by the Japara Board.

Calvary has advised that they do not hold either a beneficial or economic interest in Japara.

The Japara Board has not yet formed a view on the merits of the Indicative Proposal and is currently considering it in the context of, amongst other things, expected improvements in trading conditions and the Federal Government's upcoming budget and regulatory response to the Royal Commission into Aged Care Quality and Safety recommendations expected in May 2021.

Shareholders do not need to take any action in relation to the Indicative Proposal. Japara will inform shareholders of the outcome of its consideration of the Indicative Proposal in due course.

There can be no certainty that the Indicative Proposal will result in a transaction.

As part of its deliberations, the Japara Board has retained Macquarie Capital as financial adviser and Herbert Smith Freehills as legal adviser.

For further information:

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This document was authorised for release by the Board of Japara