

ASX Release

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29 January 2025

Merger with Chemist Warehouse – General Meeting Results

Sigma Healthcare Limited (**Sigma**) refers to its proposed merger with CW Group Holdings Limited (**Chemist Warehouse**) (**Merger**) to be implemented via a scheme of arrangement under which Sigma will acquire 100% of the issued shares in Chemist Warehouse (**Scheme**).

Results of General Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth) (**Corporations Act**), Sigma advises that all resolutions put to the extraordinary general meeting of Sigma (**General Meeting**) held in Melbourne today were passed. In summary:

Resolution	% of the votes cast by Sigma Shareholders (on a poll) which were in favour
Resolution 1 Significant Change Approval	99.86%
Resolution 2 Placement Capacity Approval	98.07%
Resolution 3 Approval of the Existing Related Party Arrangements and Future Related Party Dealings	99.82%
Resolution 4 Financial Assistance Approval	99.78%
Resolution 5 Election of Mr Jack Gance as a Sigma Director	91.92%
Resolution 6 Election of Mr Mario Verrocchi as a Sigma Director	97.72%
Resolution 7 Election of Mr Damien Gance as a Sigma Director	97.53%
Resolution 8 Election of Ms Danielle Di Pilla as a Sigma Director	97.51%
Resolution 9 Increase in the non-executive Sigma Director fee pool	99.37%
Resolution 10 Cancellation of existing Performance Rights	99.85%
Resolution 11 Changes to existing Performance Rights	99.31%

Details of the valid proxies received and votes cast at the General Meeting are attached.

Next steps

The voting results of the Scheme Meeting will be announced to the ASX following the conclusion of the Scheme Meeting, which is scheduled to occur later today.

The Scheme remains subject to approval of the Court at the Second Court Hearing scheduled for 10.15am (Melbourne time) on Monday, 3 February 2025 and certain other conditions precedent as previously announced and described in the Scheme Booklet dated 13 December 2024 and Notice of Meeting dated 18 December 2024.

If the outstanding conditions precedent are satisfied or waived (if applicable) prior to the Second Court Hearing on Monday, 3 February 2025 and the Court approves the Scheme, Chemist Warehouse proposes to lodge an office copy of the orders of the Court with ASIC on Tuesday, 4 February 2025, at which time the Scheme will become legally effective and binding on Chemist Warehouse Shareholders.

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 13 February 2025.

The above times and dates are references to the time and date in Melbourne, Australia and are subject to change.

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

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EXTRAORDINARY GENERAL MEETING (GENERAL MEETING)
Wednesday, 29 January, 2025

**RESULT OF EXTRAORDINARY
GENERAL MEETING (GENERAL
MEETING) (ASX REPORT)**

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)				Total votes cast in the poll (where applicable)			
No	Short Description	Strike Y/N/NA	For	Against	Discretionary (open votes)	Abstain	For	Against	Abstain **	Result
01	SIGNIFICANT CHANGE APPROVAL	NA	1,056,589,327 99.40%	1,498,075 0.14%	4,838,937 0.46%	1,039,167	1,071,734,490 99.86%	1,498,263 0.14%	1,039,167	Carried
02	PLACEMENT CAPACITY APPROVAL	NA	1,037,881,734 97.60%	20,685,955 1.95%	4,848,685 0.46%	549,132	1,053,036,833 98.07%	20,685,955 1.93%	549,132	Carried
03	RELATED PARTY ARRANGEMENTS APPROVAL	NA	1,056,771,996 99.38%	1,713,876 0.16%	4,863,419 0.46%	600,242	1,071,741,853 99.82%	1,929,825 0.18%	600,242	Carried
04	FINANCIAL ASSISTANCE APPROVAL	NA	1,058,981,056 99.34%	2,114,801 0.20%	4,910,390 0.46%	841,301	1,073,964,558 99.78%	2,330,562 0.22%	841,301	Carried
05	ELECTION OF MR JACK GANCE AS A SIGMA DIRECTOR	NA	974,121,195 91.39%	86,898,665 8.15%	4,915,977 0.46%	911,711	989,337,801 91.92%	86,920,423 8.08%	911,711	Carried
06	ELECTION OF MR MARIO VERROCCHI AS A SIGMA DIRECTOR	NA	1,036,588,361 97.24%	24,523,176 2.30%	4,912,732 0.46%	823,279	1,051,801,722 97.72%	24,544,934 2.28%	823,279	Carried
07	ELECTION OF MR DAMIEN GANCE AS A SIGMA DIRECTOR	NA	1,034,886,659 97.07%	26,305,670 2.47%	4,918,345 0.46%	736,874	1,049,889,684 97.53%	26,543,377 2.47%	736,874	Carried
08	ELECTION OF MS DANIELLE DI PILLA AS A SIGMA DIRECTOR	NA	1,034,227,234 97.02%	26,784,428 2.51%	5,022,072 0.47%	813,814	1,049,549,747 97.51%	26,806,374 2.49%	813,814	Carried
09	INCREASE IN THE NON-EXECUTIVE SIGMA DIRECTOR FEE POOL	NA	1,041,302,329 98.85%	6,695,138 0.64%	5,426,947 0.52%	1,749,092	1,056,157,917 99.37%	6,732,443 0.63%	2,262,065	Carried
10	CANCELLATION OF PERFORMANCE RIGHTS	NA	1,043,433,027 99.37%	1,553,881 0.15%	5,055,718 0.48%	1,664,161	1,053,250,894 99.85%	1,578,357 0.15%	1,664,161	Carried
11	CHANGES TO PERFORMANCE RIGHTS	NA	1,036,815,512 98.83%	7,243,412 0.69%	4,992,908 0.48%	2,654,955	1,046,570,569 99.31%	7,253,888 0.69%	2,668,955	Carried