

# ASX Release

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## Merger with Chemist Warehouse – Scheme 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 Scheme Meeting

Sigma advises that the resolution to agree to the Scheme (**Scheme Resolution**) as set out in the notice of scheme meeting at Annexure 6 of the Scheme Booklet dated 13 December 2024 was passed by the requisite majorities of Chemist Warehouse Shareholders at the Scheme Meeting held earlier today. In summary:

- 100% of Chemist Warehouse Shareholders present and voting voted in favour of the Scheme Resolution; and
- 100% of the votes cast by Chemist Warehouse Shareholders were in favour of the Scheme Resolution.

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

### Next steps

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. Any changes will be communicated by Chemist Warehouse to Chemist Warehouse shareholders and announced by Sigma to ASX.

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

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The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

| Resolution details   | Instructions given to validly appointed proxies<br>(as at proxy close) |                 |                       |         | Number of votes cast on the poll<br>(where applicable)          |            |          | Resolution<br>Result     |
|--|--|-----------------|-----------------------|---------|---|------------|----------|--------------------------|
| Resolution   | For  | Against         | Proxy's<br>Discretion | Abstain | For   | Against    | Abstain* | Carried /<br>Not Carried |
| That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between CW Group Holdings Limited and the holders of its fully paid ordinary shares (the terms of which are described in the scheme booklet of which the notice convening this meeting forms part of) is agreed to (with or without amendment or any alterations or conditions as approved by the Federal Court of Australia to which CW Group Holdings Limited and Sigma Healthcare Limited agree). | 1,470,324,346<br>99.23%  | 10,000<br>0.00% | 11,445,200<br>0.77%   | 0       | 1,554,662,212<br>100.00%  | 0<br>0.00% | 0        | Carried                  |
|  |  |                 |                       |         | Number of shareholders voting on the poll<br>(where applicable) |            |          |                          |
|  |  |                 |                       |         | For   | Against    | Abstain# |                          |
|  |  |                 |                       |         | 274<br>100.00%  | 0<br>0.00% | 0        |                          |

\* Votes cast by a person who abstains from voting are not counted in calculating the required majority on the poll.

# A person who abstains from voting is not counted in calculating the required majority on the poll.