



## ASX Release

11 October 2018

**Zenitas Healthcare Limited (ASX: ZNT)**

# Update to Scheme - Results of First Court Hearing

Zenitas Healthcare Limited (**ZNT**) is pleased to provide the following update on the status of the proposed scheme of arrangement (**Scheme**), under which Guardian Alphabet Pty Ltd ACN 628 465 663 (**BidCo**), a company that is ultimately controlled by funds managed or advised by Adamantem Capital Management Pty Ltd and funds managed or advised by Liverpool Partners Guardian GP Pty Ltd (**Consortium**), will acquire all of the issued shares in ZNT. A copy of the scheme implementation deed was announced to ZNT's ASX platform on 31 August 2018.

## First Court Hearing

The Supreme Court of Victoria has approved the dispatch of ZNT's scheme booklet (**Scheme Booklet**) and has ordered that ZNT convene a meeting of its shareholders to consider, and, if thought fit, approve the Scheme (**Scheme Meeting**).

## Dispatch of Scheme Booklet

The Scheme Booklet will be released on ZNT's ASX platform following registration with the Australian Securities and Investments Commission (**ASIC**) and will also be available on ZNT's website at <http://zenitas.com.au/>. The Scheme Booklet will be emailed to each ZNT shareholder who has nominated an electronic address for the purposes of receiving notices of meeting and proxy forms from ZNT. A hard copy of the Scheme Booklet will be printed and mailed to all other ZNT shareholders.

## Scheme Meeting

The Scheme Meeting will be held at Australian Centre for the Moving Image, Federation Square, Flinders Street, Melbourne, Victoria, on 14 November 2018 commencing at 10.00 am (AEDT, being Melbourne time).

Each shareholder's vote is important to determining whether or not the Scheme proceeds. All shareholders (other than those ZNT shareholders defined as Excluded Shareholders in the Scheme Booklet) registered at 7.00pm (AEDT, being Melbourne time) on 12 November 2018 will be entitled to vote at the Scheme Meeting.

ZNT shareholders do not need to attend the Scheme Meeting in person to vote, as their vote can be made by proxy by completing the proxy form enclosed in the Scheme Booklet and either emailing or mailing the form to ZNT's share registry, Automatic Group. A proxy form in respect of the Scheme Meeting will be valid and effective if, and only if, it is completed and delivered in accordance with its terms by 10.00 am (AEDT, being Melbourne time) on 12 November 2018.

## Second Court Hearing

In the event that the Scheme is approved at the Scheme Meeting and all relevant conditions of the Scheme are satisfied or waived, ZNT will apply to the Court for orders approving the Scheme.



### **Scheme timetable**

The expected key dates for the Scheme are set out below.

<b>Event</b>	<b>Date</b>
Despatch of Scheme Booklet to shareholders	15 October 2018
Latest date and time for receipt of Proxy Forms or powers of attorney for the Scheme Meeting	10.00am on Monday, 12 November 2018
Time and date for determining eligibility to vote at the Scheme Meeting	7.00pm on Monday, 12 November 2018
Scheme Meeting to be held at the Australian Centre for the Moving Image, Federation Square, Flinders Street, Melbourne, Victoria 3000	10.00am on Wednesday, 14 November 2018
<b>If the Scheme is approved by Zenitas Shareholders</b>	
Second Court Date for approval of the Scheme	10.00am on Friday, 16 November 2018
Effective Date	Friday, 16 November 2018
Court order lodged with ASIC and announcement to ASX	
Last day of trading in Zenitas shares – Zenitas shares suspended from trading on ASX from close of trading	
Scheme Record Date for determining entitlements to the Scheme Consideration	5.00pm on Friday, 7 December 2018
Implementation Date for the Scheme and payment of Scheme Consideration to Scheme Shareholders	Wednesday, 12 December 2018

The dates set out above are indicative only. The actual timetable will depend on many factors outside the control of ZNT, including the Court approval process and the satisfaction or waiver of the conditions precedent to the completion of the Scheme. Any changes to the above timetable will be announced to ASX.

ZNT will continue to keep shareholders updated on the status of the Scheme as the timetable progresses.

### **Board Recommendation**

The Zenitas Independent Directors continue to unanimously recommend that Zenitas shareholders vote in favour of the Scheme at the upcoming Scheme Meeting, in the absence of a superior proposal.

**For further information, please contact:**

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