

**22 January 2014**

**Greencross receives shareholder approval to merge with Mammoth Pet Holdings**

- Shareholders in Greencross Limited today approved resolutions to merge with Mammoth, parent company of Petbarn stores.
- Over 99.8% of investors that voted were in favour of the Merger.
- Jeff David, Executive Chairman of Mammoth, will assume role as Chief Executive Officer of the newly-merged company.

Greencross Limited (**Greencross**) (ASX:GXL) today received approvals from shareholders to merge with Mammoth Pet Holdings Pty Limited (**Mammoth**), parent of Petbarn stores, creating Australasia's largest integrated consumer-facing pet care company.

The vote was held at an extraordinary general meeting for Greencross shareholders today in Brisbane.

On 14 November 2013, Greencross announced that it had agreed to merge with Mammoth by acquiring 100% of the issued shares in Mammoth in exchange for approximately 52.6 million shares in Greencross (the **Merger**).

The Independent Directors of Greencross had unanimously recommended that Shareholders vote in favour of the Merger.

Investors voted in favour of five resolutions in relation to the Merger, including the issue of new shares to the current owners of Mammoth. Full details of the voting results accompany this announcement.

Investor support was significant with over 99.8% voting in favour of the acquisition of Mammoth by Greencross (resolution four).

Greencross CEO Glen Richards said: "We are delighted that our investors support our vision to become Australasia's leading pet-care company. We're confident that this transformational merger will benefit not only our shareholders but also pets and pet parents."

Upon the completion of the transaction, Jeff David will assume the role of Chief Executive Officer of Greencross.

Mr David said: "I am humbled to be offered the role of CEO and am excited to lead our incredibly passionate and engaged team on the next stage of our journey. We thank our shareholders for their continued support during this exciting time for our company."

### Proxy Results

As required by section 251AA(2) of the Corporations Act the following statistics are provided in respect to each motion on the agenda of the Extraordinary General Meeting of shareholder of Greencross Limited. In respect to each motion the total number of votes exercisable by all validly appointed proxies was:

| Greencross EGM Voting Summary  |                      |                      |                  |                  |               |                |                  |                |               |                |
|--|----------------------|----------------------|------------------|------------------|---------------|----------------|------------------|----------------|---------------|----------------|
| RESOLUTIONS  | Votes FOR            |                      | Votes AGAINST    |                  | Votes ABSTAIN |                | Votes OPEN       |                | TOTAL * votes |                |
|  | Proxy votes          | All votes cast       | Proxy votes      | All votes cast   | Proxy votes   | All votes cast | Proxy votes      | All votes cast | Proxy votes   | All votes cast |
| 1. Proposed Issue of shares to the Mammoth Sellers   | 14,851,673<br>98.82% | 15,858,610<br>99.80% | 20,371<br>0.14%  | 31,495<br>0.20%  | 4,000<br>-    | 4,000<br>-     | 157,071<br>1.05% | 0<br>0         | 15,029,115    | 15,890,105     |
| 2. Proposed Issue of New Shares to entities controlled by or associated with Jeff David & Glen Richards      | 14,798,436<br>98.80% | 15,807,486<br>99.80% | 21,428<br>0.14%  | 31,428<br>0.20%  | 55,191<br>-   | 55,191<br>-    | 158,060<br>1.06% | 0<br>0         | 14,977,924    | 15,838,914     |
| 3. Proposed Issue of New Shares to entities controlled by or associated with TPG & PetCo                     | 14,851,673<br>98.82% | 15,858,610<br>99.80% | 20,371<br>0.14%  | 31,495<br>0.20%  | 4,000<br>-    | 4,000<br>-     | 157,071<br>1.05% | 0<br>0         | 15,029,115    | 15,890,105     |
| 4. Proposed acquisition of Mammoth from entities controlled by or associated with Jeff David & Glen Richards | 14,855,493<br>98.82% | 15,863,734<br>99.81% | 20,371<br>0.14%  | 30,371<br>0.19%  | 0<br>-        | 0<br>-         | 157,251<br>1.05% | 0<br>0         | 15,033,115    | 15,894,105     |
| 5. Proposed increase in board remuneration   | 8,030,697<br>94.09%  | 8,907,167<br>96.12%  | 346,653<br>4.06% | 359,277<br>3.88% | 195,599<br>-  | 195,599<br>-   | 158,006<br>1.85% | 0<br>0         | 8,535,356     | 9,266,444      |
| OPEN proxy votes able to be voted by the Chair on the basis that informed consent has been obtained          | -                    | -                    | -                | -                | -             | -              | 28,104           | -              | -             | -              |

Note: "TOTAL votes" excludes abstentions.

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### **ABOUT GREENCROSS**

Greencross was established in 2003 and has grown to become Australia's leading veterinary services company through the acquisition and integration of 100 practices around Australia.

Greencross's strategy is to continue to consolidate the fragmented veterinary services industry in Australia and is focused on delivering exceptional veterinary medicine and levels of care to its patients. The company's vision is to be the practice of choice for employees, clients, patients and shareholders.

For further information please contact:  
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