

6 February 2019

Greencross shareholders approve scheme of arrangement

Greencross Limited ("Greencross") is pleased to announce that the scheme of arrangement pursuant to which Greencross will be acquired by Vermont Aus Pty Ltd ("TPG BidCo"), a company owned by Vermont Aus Holdco Pty Ltd ("HoldCo") which is ultimately owned by TPG Asia VII SF Pte Ltd and TPG Growth IV SF Pte Ltd, has today been approved by the requisite majorities of Greencross Shareholders.

Results of the Scheme Meeting

In accordance with ASX Listing Rule 3.13.2, Greencross advises that the resolution to approve the Scheme, as set out in the Notice of Meeting attached to the Scheme Booklet dated 20 December 2018, was passed by the requisite majorities of Greencross Shareholders at the meeting held earlier today pursuant to orders made by the Federal Court of Australia ("Court") on 19 December 2018.

In summary:

- 99.67% of Greencross shareholders present and voting at the Scheme Meeting (in person or by proxy) voted in favour of the resolution; and
- 91.36% of the votes cast by Greencross shareholders present and voting at the Scheme Meeting (in person or by proxy) were in favour of the resolution.

Details of the valid proxies received, and votes cast, as required by section 251AA of the Corporations Act 2001 (Cth) are set out in the voting summary which is attached in the Annexure.

The final results of the poll were as follows:

	For	Against	Total	Abstain*
Number of votes cast	87,904,041	287,653	88,191,694	52,635
Percentage of votes cast	99.67%	0.33%	100.0%	N/A
Number of holders voting	1206	114	1320	12
Percentage of holders voting	91.36%	8.64%	100.0%	N/A

*Votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities.

The proxies received were as follows:

	For	Against	Discretionary	Total	Abstain*
Number of votes cast	86,649,104	281,853	760,655	87,691,612	52,635
Percentage of votes cast	98.81%	0.32%	0.87%	100.0%	N/A
Number of holders voting	1061	112	140	1313	12
Percentage of holders voting	80.81%	8.53%	10.66%	100.0%	N/A

*Votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities.

The for votes include proxies received in relation to 3,933,924 shares held by Prebest Pty Limited and Swaus Pty Limited, being entities controlled by Jeff David.

ATO draft Class Ruling

Greencross has applied to the Australian Taxation Office (“ATO”) requesting a Class Ruling to confirm the key taxation implications of the Scheme. The ATO has provided the company with a draft Class Ruling, which is consistent with the comments contained in section 12 of the Scheme Booklet. The draft Class Ruling is not legally binding on the ATO and only a final Class Ruling can be relied on by Greencross. Greencross expects the final Class Ruling to be issued shortly. When the final Class Ruling is released, it is expected be available on the ATO website at www.ato.gov.au.

Next steps and indicative timetable

Greencross will now seek orders from the Court for approval of the Scheme at a hearing that has been scheduled for 11 February 2018. If the Scheme is approved by the Court, Greencross proposes to lodge the orders of the Court with the Australian Securities and Investments Commission on 11 February and the Scheme will become effective on that date. Greencross shares will be suspended from trading on the ASX from close of trading on 11 February.

The indicative timetable for implementation of the Scheme remains as follows:

Event	Date and Time
Second Court Date to obtain Court orders approving the Scheme	Monday, 11 February 2019
Effective Date Court order to be lodged with ASIC and announcement to ASX Trading in Greencross Shares on ASX to be suspended from close of trading	Monday, 11 February 2019
Special Dividend Record Date Time and date for determining entitlements to the Special Dividend	Wednesday, 13 February 2019 at 7.00pm
Special Dividend Payment Date Payment date of the Special Dividend	Wednesday, 20 February 2019
Scheme Record Date Time and date for determining entitlements to Scheme Consideration	Friday, 22 February 2019 at 7.00pm
Implementation Date The date on which the Scheme will be implemented	Wednesday, 27 February 2019

Further information

If Greencross shareholders have any further questions or require further information in relation to the Scheme, they should contact the Greencross Shareholder Information Line on 1800 260 668 (within Australia) or +61 1800 260 668 (outside Australia) on Business Days at any time between 8.30am and 5.30pm on Monday to Friday.

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GREENCROSS LIMITED
SCHEME MEETING
WEDNESDAY, 6 February 2019

RESULT OF 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	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable):		
	Votes FOR	Votes AGAINST	Votes DISCRETIONARY	Votes ABSTAIN	Votes FOR	Votes AGAINST	Votes ABSTAIN**
That, pursuant to and in accordance with Section 411 of the Corporations Act, the proposed scheme of arrangement between Greencross and the holders of its fully paid ordinary shares, the terms of which are contained and more particularly described in the scheme Booklet of which this Notice of Scheme Meeting forms part, is approved (with or without modification as approved by the Federal Court of Australia).	86,649,104	281,853	760,655	52,635	87,904,041 99.67%	287,653 0.33%	52,635
	Number of Holders FOR	Number of Holders AGAINST	Number of Holders DISCRETIONARY	Number of Holders ABSTAIN	Number of Holders FOR	Number of Holders AGAINST	Number of Holders ABSTAIN**
	1,061	112	140	12	1,206 91.36%	114 8.64%	12

FOR votes include proxies received in relation to 3,933,924 shares held by Prebest Pty Limited and Swaus Pty Limited, being entities controlled by Jeff David

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item