

ASX Release

14 November 2018

Zenitas Healthcare Limited (ASX: ZNT)

Update to Scheme - Shareholders Vote in Favour of Scheme

Zenitas Healthcare Limited (**ZNT**) is pleased to confirm that ZNT shareholders have voted in favour of the proposed acquisition, via a scheme of arrangement, of ZNT by Guardian Alphabet Pty Ltd ACN 628 465 663, 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 (**Scheme**).

ZNT advises that the resolution to approve the Scheme, as set out in the Notice of Scheme Meeting dated 11 October 2018, was passed by the requisite majorities of shareholders, being both a majority of the number of shareholders present and voting and by at least 75% of the votes cast on the resolution, as required by section 411(4)(a)(ii) of the *Corporations Act 2001* (Cth).

The results of the poll were as follows:

	For	Against	Abstain*
Votes	40,964,219	330,876	865
% of Votes	99.20%	0.80%	-

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

The proxies received at proxy-close were:

	For*	Against	Discretionary	Abstain**
Votes	37,806,985	328,204	343,831	865
% of Votes	98.25%	0.85%	0.89%	-

* Includes votes made at the proxy's discretion.

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

The Scheme remains subject to the approval of the Supreme Court of Victoria (**Court**) and to certain other conditions, as specified in the Scheme Booklet that was dispatched by ZNT on 15 October 2018 (**Scheme Booklet**).

ZNT will attend the Court at a hearing scheduled for Friday, 16 November 2018 to request that the Court approve the Scheme. If the Scheme is approved by the Court, ZNT shareholders on the share register on the Scheme Record Date (which is proposed to be 5.00pm on Friday, 7 December 2018) will be entitled to receive cash consideration of \$1.445 per share. The Scheme is proposed to be implemented on Wednesday, 12 December 2018.

Timetable

Key dates for implementation of the Scheme are set out below.

Event	Date
Second Court Date for approval of the Scheme	9.30am 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

All dates above are subject to Court approval. Any changes to the above timetable will be announced by ZNT to ASX.

For further information, please contact:

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