

ASX Announcement

Blackmores Shareholders vote in favour of Scheme of Arrangement

Blackmores Limited (**ASX: BKL**) (**Blackmores**) announces that Blackmores Shareholders have today voted in favour of the proposed acquisition of Blackmores by Kirin Health Science Australia Pty Ltd (**Kirin Sub**), a wholly owned subsidiary of Kirin Holdings Company, Limited (**Kirin**), by way of scheme of arrangement (**Scheme**).

Results of the Scheme Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), Blackmores advises that the resolution to approve the Scheme (**Scheme Resolution**), as set out in the Notice of Meeting included in the Scheme Booklet dated 8 June 2023, was passed by the requisite majorities of Blackmores Shareholders at the Scheme Meeting held earlier today pursuant to orders made on 8 June 2023 by the Federal Court of Australia (**Court**).

In summary:

- 86.74% of Blackmores Shareholders present and voting (in person or by proxy, attorney or corporate representative) voted in favour of the Scheme Resolution; and
- 96.85% of the votes cast by Blackmores Shareholders were in favour of the Scheme Resolution.

Details of the valid proxies received and votes cast are set out in an attachment to this announcement.

Blackmores Chair, Wendy Stops, said: “The Board is pleased with the outcome of today’s Scheme Meeting with Shareholders voting in favour of the Scheme.

I take this opportunity to thank all our shareholders for their support of the company over the years specifically Blackmores employees, our customers suppliers and business partners. The proposal from Kirin recognises the strong opportunity that lies ahead for Blackmores as part of Kirin’s health science business across the world. I wish Blackmores and Kirin every success for the future.”

Blackmores Chief Executive Officer and Managing Director, Alastair Symington, said: “Today marks an important day in the history of the company with Blackmores shareholders voting in favour of the Scheme.

I am truly excited about the value that we can create together as we move forward with the combination of Kirin and Blackmores. It brings together the strong leadership position that Blackmores, through its brands and people, has established in the natural health sector over our long history and the deep research and development capabilities and global reach that exists at Kirin.

As both companies come together to combine their focus on growing Kirin’s Health Science business, we look forward to seizing on the significant opportunity that lies ahead for our employees, our customers, our suppliers and all stakeholders, as well as the value we can create for people and the communities we serve towards achieving better health outcomes.”

Next steps

The Scheme remains subject to the approval of the Court at the hearing scheduled for 9:15am (Sydney time) on 20 July 2023, and certain other customary conditions precedent as previously announced and described in the Scheme Booklet.

If the outstanding conditions precedent are satisfied or waived (if applicable) prior to the hearing, and the Court approves the Scheme, Blackmores proposes to lodge an office copy of the orders of the Court with the Australian Securities and Investments Commission (**ASIC**) (expected to occur on the next day, 21 July 2023), at which time the Scheme will become effective. It is expected that Blackmores Shares will be suspended from trading on the ASX from close of trading on 21 July 2023 and the Scheme will then be implemented on 10 August 2023.

If the Scheme becomes effective, Blackmores Shareholders will also receive the fully franked special dividend of \$3.29 announced on 13 July 2023 (**Special Dividend**) in respect of Blackmores Shares held on the record date for the Special Dividend, being 7:00pm (Sydney time) on 26 July 2023. Payment of the Special Dividend is expected to occur on 1 August 2023.

The key dates for implementation of the Scheme and payment of the Special Dividend are set out below*:

Event	Expected Date
Second Court Date	Thursday, 20 July 2023
Effective Date	Friday, 21 July 2023
Court orders lodged with ASIC and announcement to ASX Last day of trading of Blackmores Shares – Blackmores Shares suspended from trading on ASX from close of trading	
Special Dividend Record Date	7:00pm on Wednesday, 26 July 2023
For determining entitlements to the Special Dividend	
Special Dividend Payment Date	Tuesday, 1 August 2023
Date on which the Special Dividend will be paid (provided the Scheme becomes effective)	
Scheme Record Date	7:00pm on Wednesday, 2 August 2023
For determining entitlements to Scheme Consideration	
Implementation Date	Thursday, 10 August 2023
Date on which Scheme Consideration of \$91.71 per share will be paid	

* All times and dates in the above timetable are references to the time and date in Sydney, Australia and all such times and dates are subject to change. Certain times and dates are conditional on the conditions precedent to the Scheme, including approval of the Scheme by the Court, being satisfied or waived (as applicable). Any changes will be announced by Blackmores to the ASX.

This announcement was authorised for release by the Board of Directors.

Contacts

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**Blackmores Limited
Scheme Meeting
Tuesday, 18 July 2023
Voting Results**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / 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 Blackmores Limited and the holders of its ordinary shares, as contained in and more particularly described in the scheme booklet of which the notice convening this meeting forms part, is approved, with or without alterations or conditions as approved by the Federal Court of Australia to which Blackmores Limited and Kirin Holdings Company, Limited agree.	12,886,013 96.01%	428,500 3.19%	106,995 0.80%	4,628	13,159,890 96.85%	428,500 3.15%	4,628	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					746 86.74%	114 13.26%	11	

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

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