

ASX Release

12 February 2025

Sigma Healthcare Limited

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Merger with Chemist Warehouse – Implementation of the Scheme

Sigma Healthcare Limited (**Sigma**) is pleased to announce that its acquisition of 100% of the issued shares in CW Group Holdings Limited (**Chemist Warehouse**) by way of scheme of arrangement (**Scheme**) was implemented today.

Payment of Scheme Consideration

Sigma now holds all of the ordinary shares in Chemist Warehouse, and Chemist Warehouse is a wholly owned subsidiary of Sigma.

Chemist Warehouse Shareholders who were entitled to receive the Scheme Consideration have received \$0.44646929 cash and 6.31829351 New Sigma Shares per Chemist Warehouse Share held as at the Scheme Record Date (being Thursday, 6 February 2025). There were no 'Ineligible Foreign Shareholders' under the Scheme. The New Sigma Shares issued under the Scheme will commence trading on a normal settlement basis on Thursday, 13 February 2025.

Changes to Directors

With effect from implementation of the Scheme, Ms Kate Spargo has resigned as director of Sigma. We thank Kate for her substantial contribution to Sigma over many years.

Mr Jack Gance, Mr Mario Verrocchi, Mr Damien Gance and Ms Danielle Di Pilla have been appointed as new directors of Sigma with effect from today.

Escrow Arrangements and Share Trading Policy

Mr Jack Gance, Mr Sam Gance and Mr Mario Verrocchi are committed to the long-term value creation opportunities available to Sigma following implementation of the Scheme. Therefore, each of them (and certain entities associated with them) (**Escrowed Shareholders**) have entered into voluntary escrow arrangements regarding the Sigma Shares allotted to them in connection with the Scheme (**Escrowed Shares**).

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The table below sets out the total number of Escrowed Shares held by the Escrowed Shareholders.

Escrowed Shareholder	Number of Escrowed Shares	Number of Escrowed Shares eligible for early release
Mario Verrocchi and associated entities	2,555,284,920	255,528,492
Jack Gance and associated entities	1,579,050,058	157,905,006
Sam Gance and associated entities	1,446,864,015	144,686,402

Subject to certain exceptions, the Escrowed Shareholders will be prevented from dealing with:

- 100% of the Escrowed Shares during the period commencing on the Implementation Date and ending on the earlier of 31 August 2025 and at the close of trading on ASX on the day that Sigma announces its financial results for the period ending 30 June 2025 (**First Escrow Period**); and
- 90% of the Escrowed Shares during the period commencing at the end of the First Escrow Period and ending on the earlier of 31 August 2026 and at the close of trading on ASX on the day that Sigma announces its financial results for the period ending 30 June 2026.

Please refer to section 9.8 of the Prospectus for further information about these escrow arrangements.

As outlined in section 6.9.2 of the Prospectus, Sigma's existing Share Trading Policy (with certain administrative changes) is now the policy of the merged group and is available on Sigma's website. The Sigma board has decided to permit trading in Sigma shares from 13 February 2025 until 13 March 2025 as part of a Special Dispensation Period, despite it currently being a blackout period under the policy, given the release of the Prospectus and other information to the market.

For more information contact:

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This announcement was authorised for release by the Board of Sigma Healthcare Limited.

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