

15 June 2021

Further non-binding indicative proposal to acquire Japara Healthcare

Japara Healthcare Limited (ASX: JHC) (Japara) advises that it has received a conditional, non-binding and indicative proposal from RSL Care RDNS Limited, part of the Bolton Clarke Group (Bolton Clarke), to acquire 100% of the shares in Japara by way of a Scheme of Arrangement (Bolton Clarke Indicative Proposal). Bolton Clarke is an Australian not-for-profit provider of home care, retirement living and residential aged care.

The indicative cash price offered under the Bolton Clarke Indicative Proposal is \$1.22 per share. This price would be adjusted downwards for any dividend declared prior to implementing a scheme.

The Bolton Clarke Indicative Proposal follows the receipt of the conditional, non-binding indicative proposal from Little Company of Mary Health Care Ltd to acquire 100% of the shares in Japara by Scheme of Arrangement at a cash price of \$1.20 per share, as announced on 7 June 2021.

The Bolton Clarke Indicative Proposal notes that entry into legally binding obligations to implement the proposed scheme is subject to, amongst other things:

- Completion of due diligence to Bolton Clarke's satisfaction;
- Binding financing arrangements with third parties;
- A unanimous recommendation from all Japara Directors to vote in favour of the transaction (in the absence of a superior proposal and subject to an Independent Expert concluding that the proposed transaction is in the best interests of Japara shareholders);
- Final approval of the Bolton Clarke Board; and
- Execution of final, agreed transaction documentation.

The Japara Board has considered the Bolton Clarke Indicative Proposal and obtained advice from its financial and legal advisors. The Board has determined that it is appropriate to offer Bolton Clarke due diligence access so that Bolton Clarke can develop a binding proposal. This is consistent with the due diligence access provided to Little Company of Mary Health Care Ltd.

Shareholders do not need to take any action in relation to the Bolton Clarke Indicative Proposal and are cautioned there is no certainty that the Bolton Clarke Indicative Proposal will result in a transaction.

The Board of Japara is being advised by Macquarie Capital and Herbert Smith Freehills.

For further information:

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This document was authorised for release by the Board of Japara