

**ALARIS HOLDINGS LIMITED**

(Incorporated in the Republic of South Africa)

(Registration number: 1997/011142/06)

Share code: ALH

ISIN: ZAE000201554

("Alaris" or "the Company")




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**RESULTS OF THE GENERAL MEETING**


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Shareholders are referred to the announcement released on SENS on 11 October 2021 regarding the firm intention of Tadvest Limited, CRH Investments Proprietary Limited, Conexus Investment Fund Proprietary Limited, Brazen Force Investments Proprietary Limited acting as trustees for the Brazen Force Investment Trust, Nguni Investments Proprietary Limited and Chauke Investments Proprietary Limited (collectively, the "**Consortium**" or "**Offerors**") to make an offer to acquire all ordinary shares in Alaris (excluding treasury shares) ("**Ordinary Shares**"), other than any Ordinary Shares held by the Consortium, and their concert parties ("**the Scheme**").

Shareholders are also referred to the announcement released on SENS on 19 November 2021 relating to the distribution of the circular to Alaris shareholders containing details of the Consortium's offer, and incorporating a notice of general meeting ("**Circular**").

Shareholders are hereby advised that at the general meeting ("**GM**") of the Company held electronically today, 21 December 2021 at 12h00, all the resolutions to approve the Scheme were passed by the requisite majorities of the Company's shareholders.

Details of the results of the voting at the GM are as follows:

<b>Resolutions proposed at the GM</b>	<b>Votes for resolution as a percentage of total number of shares voted at GM</b>	<b>Votes against resolution as a percentage of total number of shares voted at GM</b>	<b>Number of shares voted at GM</b>	<b>Number of shares voted at GM as a percentage of shares in issue*</b>	<b>Number of shares abstained as a percentage of shares in issue*</b>
<b>Special Resolution Number 1:</b> Approval of the Scheme in terms of sections 114 and 115 of the Companies Act by Alaris Shareholders	99.98%	0.02%	71 267 314	55.98%	0.04%
<b>Special Resolution Number 2:</b> Revocation of	100.00%	0.00%	71 267 314	55.98%	0.04%

Special Resolution Number 1					
<b>Ordinary Resolution Number 1:</b> Delisting of Alaris Shares from the Alternative Exchange of the JSE following the implementation of the Scheme	99.98%	0.02%	71 267 314	55.98%	0.04%
<b>Ordinary Resolution Number 2:</b> Delisting of Alaris Shares from the Alternative Exchange of the JSE following the implementation of the Standby Offer	99.98%	0.02%	71 267 314	55.98%	0.04%
<b>Ordinary Resolution Number 3:</b> Approval of the Amended Scheme Rules for the Alaris Old Share Incentive Scheme	99.96%	0.04%	106 754 675	83.86%	0.04%
<b>Ordinary Resolution Number 4:</b> Approval of the Amended Scheme Rules for the Nil-Cost Long-Term Incentive Plan	99.96%	0.04%	106 754 675	83.86%	0.04%
<b>Ordinary Resolution Number 5:</b> Award of Options	99.96%	0.04%	106 754 675	83.86%	0.04%
<b>Ordinary Resolution Number 6:</b> Implementation	99.99%	0.01%	106 754 675	83.86%	0.04%

**Note:**

\*Total number of shares in issue as at the date of the GM was 127 298 219, of which 3 717 910 are treasury shares.

Alaris shareholders should note that the implementation of the Scheme remains subject to the fulfilment or waiver of several Scheme conditions by the dates set out in the Circular.

## **ALARIS INDEPENDENT BOARD RESPONSIBILITY STATEMENT**

The Alaris Independent Board accepts responsibility for the information contained in this announcement which relates to Alaris and confirms that, to the best of its knowledge and belief, such information which relates to Alaris is true and this announcement does not omit anything likely to affect the importance of such information.

## **OFFERORS BOARD RESPONSIBILITY STATEMENT**

The board of directors or trustees, as the case may be, of each of the members of the Consortium accept responsibility for the information contained in this announcement which relates to them and confirms that, to the best of their knowledge and belief, such information which relates to them is true and this announcement does not omit anything likely to affect the importance of such information.

Pretoria  
21 December 2021

Transactional Sponsor and Transaction Adviser

PSG Capital



PSG CAPITAL