

Disclosure of movement of 1% or more in substantial holding
or change in nature of relevant interest, or both

Sections 277 and 278, Financial Markets Conduct Act 2013

To NZX Limited
To ASX Limited
And Orion Health Group Limited

Relevant event being disclosed: A movement of 1% or more in a substantial holding and a change in the nature of any relevant interest in a substantial holding

Date of relevant event: 21 February 2019

Date this disclosure made: 21 February 2019

Date last disclosure made: 6 February 2019

Substantial product holder(s) giving disclosure:

Name: McCrae Limited

Summary of substantial holding to which this disclosure relates:

Class of listed voting securities: Orion Health Group Limited ordinary shares
("OHE shares")

Summary for McCrae Limited Limited

For **this** disclosure, —

(a) total number held in class: 90,802,248
(b) total in class: 90,802,248
(c) total percentage held in class: 100%

For **last** disclosure, —

(a) total number held in class: 84,863,673
(b) total in class: 90,802,248
(c) total percentage held in class: 93.460%

Details of the transactions and events giving rise to relevant event

Details of the transactions or other events requiring disclosure:

On 6 February 2019, Grafton Health Holdings Limited ("**Grafton**") entered into a subscription agreement ("**Subscription Agreement**") with, among others: McCrae Limited; Hamish Kennedy; Gordon McCrae; Ian McCrae; Gavin Reeve, Victoria Reeve and Brian Leaning as trustees of the CVC Share Trust; Ian McCrae, Rosemary McCrae and Gregory Thomas Walker as trustees of the Gairloch Trust; and Harish Panchal, Ashok Panchal and Ila Panchal and trustees of the Panchal Family Trust (each an "**Investor**"). Pursuant to the Subscription Agreement, Grafton made an unconditional full takeover offer dated 15 February 2019 under the Takeovers Code for all of the OHE shares ("**Offer**"). McCrae Limited owns 86.327% of the shares in Grafton and, as such, is a related body corporate of Grafton. A copy of the Subscription Agreement was attached as

document A to the Substantial Product Holder Notice dated 6 February 2019 given by Grafton ("**Grafton SPH Notice**"). A copy of the Offer document dated 15 February 2019 was sent to NZX on 20 February 2019. Under the terms of the Offer, settlement of any acceptance received under the Offer is to be made within five business days of receipt by Grafton of that acceptance.

On 21 February 2019, the Investors, who together held 84,863,673 OHE shares (representing 93.460% of all of the OHE shares), accepted the Offer in respect of all the OHE shares held by them in accordance with the terms of various lock-up agreements entered into with Grafton (attached as documents B – H of the Grafton SPH Notice) ("**Lock Up Acceptances**"). In addition, on that same date, shareholders who are not party to a lock-up agreement with Grafton accepted the Offer in respect of, in aggregate, 203,531 OHE shares (representing 0.224% of all of the OHE shares) held by them ("**Other Acceptances**").

As such:

- (a) as a result of the Lock Up Acceptances:
- (i) McCrae Limited's relevant interest in 78,021,379 OHE shares (representing 85.925% of all of the OHE shares) held by it has changed such that, on settlement of the Lock Up Acceptances being effected, McCrae Limited will cease to be the registered and beneficial owner of those OHE shares and Grafton (a related body corporate of McCrae Limited) will become the registered and beneficial owner of those OHE shares;
 - (ii) McCrae Limited's relevant interest in 6,842,294 OHE shares (representing 7.536% of all of the OHE shares) held by the Investors other than McCrae Limited has changed such that, on settlement of the Lock Up Acceptances being effected, Grafton (a related body corporate of McCrae Limited) will become the registered and beneficial owner of those OHE shares;
- (b) as a result of the Other Acceptances, Grafton has acquired a relevant interest in 203,531 OHE shares (representing 0.224% of all of the OHE shares) as Grafton will, on settlement of the Other Acceptances being effected, become the registered and beneficial owner of those OHE shares; and
- (c) as a result of the Lock Up Acceptances and the Other Acceptances, Grafton (a related body corporate of McCrae Limited) has become the dominant owner of Orion Health Group Limited under Part 7 of the Takeovers Code and has the right pursuant to the Takeovers Code to compulsorily acquire the 5,735,044 OHE shares (representing 6.316% of all of the OHE shares) that are not the subject of the Lock Up Acceptances or the Other Acceptances.

Details after relevant event

Details for McCrae Limited

Nature of relevant interest(s):

As a related body corporate of Grafton, McCrae Limited has the same relevant interest as Grafton which, on settlement of the Lock Up Acceptances being effected, will become the registered and beneficial owner of 78,021,379 OHE shares previously held by McCrae Limited.

For that relevant interest, —

(a) number held in class: 78,021,379

- (b) percentage held in class: 85.925%
- (c) current registered holder(s) of securities: McCrae Limited
- (d) registered holder(s) of securities once transfers registered: Grafton Health Holdings Limited

Details after relevant event

Details for McCrae Limited

Nature of relevant interest(s): As a related body corporate of Grafton, McCrae Limited has the same relevant interest as Grafton which, on settlement of the Lock Up Acceptances being effected, will become the registered and beneficial owner of 6,842,294 OHE shares previously held by the Investors other than McCrae Limited.

For that relevant interest, —

- (a) number held in class: 6,842,294
- (b) percentage held in class: 7.536%
- (c) current registered holder(s) of securities: Hamish Kennedy in respect of 4,837,643 OHE shares;
Gordon McCrae in respect 1,090,598 OHE shares;
Ian McCrae in respect of 178,280 OHE shares;
Gavin Reeve, Victoria Reeve and Brian Leaning in respect of 20,000 OHE shares;
Ian McCrae, Rosemary McCrae and Gregory Thomas Walker in respect of 165,773 OHE shares; and
Harish Panchal, Ashok Panchal and Ila Panchal in respect of 550,000 OHE shares.
- (d) registered holder(s) of securities once transfers registered: Grafton Health Holdings Limited

Details after relevant event

Details for McCrae Limited

Nature of relevant interest(s): As a related body corporate of Grafton, McCrae Limited has the same relevant interest as Grafton which, on settlement of the Other Acceptances being effected, will become the registered and beneficial owner of 203,531 OHE shares.

For that relevant interest, —

- (a) number held in class: 203,531
- (b) percentage held in class: 0.224%
- (c) current registered holder(s) of securities: Widely held
- (d) registered holder(s) of securities once transfers registered: Grafton Health Holdings Limited

Details after relevant event

Details for McCrae Limited

Nature of relevant interest(s): As a related body corporate of Grafton, McCrae Limited has the same relevant interest as Grafton which, pursuant to the Takeovers Code, has the right to compulsorily acquire the remaining OHE shares at the end of the Offer period.

For that relevant interest, —

(a) number held in class: 5,735,044
(b) percentage held in class: 6.316%
(c) current registered holder(s) of securities: Widely held
(d) registered holder(s) of securities once transfers registered: Grafton Health Holdings Limited

Additional information

Address of substantial product holder(s): Orion House
181 Grafton Road
Auckland 1010
New Zealand

Contact details: Ian McCrae
+64 9 638 0600
ian.mccrae@orionhealth.com

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: Grafton Health Holdings Limited, Ian Richard McCrae and Hamish Alexander Kennedy.

Certification

I, Ian Richard McCrae, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.