

ALARIS HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

(Registration number: 1997/011142/06)

Share code: ALH

ISIN: ZAE000201554

("Alaris" or "the Company")



POSTING OF CIRCULAR, NOTICE OF GENERAL MEETING AND IMPORTANT DATES AND TIMES

Unless the context indicates otherwise, terms used in this announcement bear the same meanings given to such terms in the Circular (as defined below).

Alaris Shareholders are referred to the announcement released on the Stock Exchange News Service ("**SENS**") of the JSE Limited ("**JSE**") by Alaris on Monday, 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**").

It is proposed that the Scheme be implemented by way of a scheme of arrangement in terms of section 114(1) of the Companies Act, 71 of 2008 as amended ("the **Companies Act**") and if that should fail, a general offer in terms of section 117(1)(c)(v) of the Companies Act ("the **Standby Offer**"). The amount payable in terms of the Scheme will be a cash consideration of R4.20 per Scheme Share ("**Scheme Consideration**").

POSTING OF CIRCULAR

Alaris Shareholders are hereby advised that the circular containing details of the Scheme will be posted and electronically distributed to Alaris Shareholders today, Friday, 19 November 2021 ("**Circular**"). The Circular incorporates a notice convening a general meeting of Alaris Shareholders ("**General Meeting**") for purposes of considering the resolutions approving the Scheme or Standby Offer, as the case may be and certain amendments to the Alaris Share Incentive Schemes.

The Circular is also available on Alaris's website at www.alarisholdings.com.

Alaris Shareholders are advised to review the Circular for the full terms and conditions of the Scheme and Standby Offer.

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting will be held electronically at 12:00 on Tuesday, 21 December 2021 for the purpose of considering and, if deemed fit, approving, with or without modification, the resolutions set out in the notice of the General Meeting included in the Circular. Shareholders wishing to attend the General Meeting should follow the instructions set out in the Circular.

IMPORTANT DATES AND TIMES RELATING TO THE SCHEME

The important dates and times relating to the Scheme are set out below.

	2021
Record date to determine which Alaris Shareholders are entitled to receive this Circular on	Friday, 12 November
Circular posted to Alaris Shareholders and notice convening the General Meeting released on SENS on	Friday, 19 November
Last day to trade in order to be recorded in the Securities Register on the Scheme Voting Record Date in order to be eligible to vote at the General Meeting on	Tuesday, 7 December
Scheme Voting Record Date being 17:00 on	Friday, 10 December
For administrative purposes only, Forms of Proxy to be lodged with Computershare by 12:00 on	Friday, 17 December
Forms of Proxy emailed to Computershare (for the attention of the chairperson of the General Meeting) to be received via email and provided to the chairperson, at any time before the proxy exercises any rights of the Alaris Shareholder at the General Meeting on	Tuesday, 21 December
Last date and time for Alaris Shareholders to give notice to Alaris objecting, in terms of section 164(3) of the Companies Act, to the Scheme Resolution to be able to invoke Appraisal Rights by 12:00 on	Tuesday, 21 December
General Meeting of Alaris Shareholders to be held at 12:00 on	Tuesday, 21 December
Results of General Meeting released on SENS on	Tuesday, 21 December
If the Scheme is approved by Alaris Shareholders at the General Meeting:	
Last date for Alaris Shareholders who voted against the Scheme Resolution to require Alaris to seek court approval for the Scheme Resolution in terms of section 115(3)(a) of the Companies Act (where applicable) on	Wednesday, 29 December
	2022
Last date for Alaris Shareholders who voted against the Scheme Resolution to apply to court for leave to apply for a review of the Scheme Resolution in terms of section 115(3)(b) of the Companies Act on	Wednesday, 5 January
Last date for Alaris to send objecting Alaris Shareholders notices of the adoption of the Scheme Resolution in accordance with section 164(4) of the Companies Act on	Wednesday, 5 January
Action <i>The following dates assume that all conditions precedent to the Scheme are fulfilled or, where applicable, waived by Tuesday, 26 January 2022 and will be confirmed in an announcement:</i>	
Scheme Finalisation Date Announcement by 11:00	Thursday, 27 January
Scheme LDT expected to be on	Tuesday, 8 February
Trading in Alaris Shares on the JSE suspended from commencement of trade expected to be on	Wednesday, 9 February




Last day for Forms of Election and Surrender (<i>blue</i>) to be validly lodged by Certificated Alaris Shareholders with the Transfer Secretaries and elections to be made by CSDPs or Brokers of Dematerialised Alaris Shareholders expected to be by 12:00 on	Friday, 11 February
Scheme Consideration Record Date to be recorded in the Securities Register in order to receive the Scheme Consideration expected to be on	Friday, 11 February
Scheme Operative Date expected to be on	Monday, 14 February
Certificated Shareholders Scheme Consideration sent by EFT within 5 Business Days of	Monday, 14 February
Dematerialised Shareholders to have their account credited with the Scheme Consideration or Standby Offer Consideration	Monday, 14 February
Termination of listing of Alaris Shares on the JSE at commencement of trade expected to be on	Tuesday, 15 February

Notes:

1. The above dates and times are subject to such changes as may be agreed to by Alaris and the Consortium and approved by the Takeover Panel and/or the JSE, if required. If all the Scheme Conditions are not fulfilled or, where applicable, waived by Wednesday, 26 January 2022 (or if all conditions precedent to the Scheme are fulfilled or, where applicable, waived on a day before Wednesday, 26 January 2022), an updated timetable will be released on SENS.
2. Completed Forms of Proxy and the authority (if any) under which they are signed must be (i) lodged with, posted or emailed to Computershare at Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196 (Private Bag X9000, Saxonwold, 2132), or **proxy@computershare.co.za**, to be received by them no later than 12:00 on Friday, 17 December 2021 or (ii) thereafter emailed to Computershare at the aforementioned email address (for the attention of the chairperson of the General Meeting) at any time before the proxy exercises any rights of the Alaris Shareholder at such General Meeting.
3. Alaris Shareholders should note that, as trade in Alaris Shares on the JSE is settled in the electronic settlement system used by Strate, settlement of trades takes place 3 Business Days after the date of such trades. Therefore, Alaris Shareholders who acquire Alaris Shares on the JSE after the voting last day to trade, expected to be on Tuesday, 7 December 2021 being the last day to trade in Alaris Shares so as to be recorded in the Securities Register on the Scheme Voting Record Date, will not be entitled to vote at the General Meeting.
4. Alaris Shareholders who wish to exercise their Appraisal Rights are referred to **Annexure 5** to the Circular for purposes of determining the relevant timing for the exercise of their Appraisal Rights.
5. Alaris Shareholders who wish to exercise their right in terms of section 115(3) of the Companies Act, to require the approval of a court for the Scheme should refer to Annexure 5 to the Circular which includes an extract of section 115 of the Companies Act. Should Alaris Shareholders exercise their rights in terms of section 115(3) of the Companies Act, the dates and times set out above may change, in which case an updated timetable will be released on SENS.
6. Dematerialised Alaris Shareholders, other than those with Own-Name Registration, must provide their CSDP or Broker with their instructions for voting at the General Meeting by the cut-off time and date stipulated by their CSDP or Broker in terms of their respective Custody Agreements between them and their CSDP or Broker.
7. No dematerialisation or rematerialisation of Alaris Shares may take place from the commencement of business on the Business Day following the Scheme LDT. The Scheme LDT is expected to be on Tuesday, 8 February 2022.
8. If the General Meeting is adjourned or postponed, the above dates and times will change, but the Forms of Proxy submitted for the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting.

9. Although the salient dates and times are stated to be subject to change, such statement shall not be regarded as consent or dispensation for any change to time periods which may be required in terms of the Companies Act, the Companies Regulations and the JSE Listings Requirements, where applicable, and any such consents or dispensations must be specifically applied for and granted.
10. **Should a Standby Offer Trigger Event occur, all dates and times pertinent to the Standby Offer will be published on SENS, subject to the approval of the JSE and the Takeover Panel, to the extent required.**
11. All times referred to in the Circular are references to South African Standard Time.

Johannesburg
19 November 2021

<p>Transaction Advisor and Designated Advisor to Alaris</p> <p>PSG Capital</p>	<p>Legal Advisor to the Consortium</p> <p>Cliffe Dekker Hofmeyr</p>	<p>Independent Expert</p> <p>Questco Proprietary Limited</p>
 <p>PSG CAPITAL</p>	 <p>CLIFFE DEKKER HOFMEYR</p>	 <p>questco CORPORATE ADVISORY</p>