

## IMPORTANT DATES

Transaction announcement	8.00am, 29 May 2013
Institutional Share placement	29 May 2013
Bonus Issue record date	6 June 2013
Bonus Issue Shares issued	10 June 2013
Rights trading period	12 June – 27 June 2013
Entitlement Offer record date	14 June 2013
EBOS Special Meeting of Shareholders	14 June 2013
Entitlement Offer period	17 June – 1 July 2013
Entitlement Offer settlement and allotment	5 July 2013
Symbion Transaction settlement	5 July 2013
New EBOS Shares commence trading	5 July 2013

These dates are subject to change and are indicative only, and, subject to the requirements of the Securities Act and NZSX Listing Rules, may be amended by EBOS.

### FAQs

**Q1.** I am an EBOS shareholder. What do I need to do?

- A.** On Wednesday the 29<sup>th</sup> of May we sent out to all shareholders a Notice of Meeting document. If you are an EBOS shareholder and you did not receive a Notice of Meeting document please call Computershare on 0800 835 625. The purpose of the Notice of Meeting document is to inform you that a special meeting has been called whereby EBOS shareholders will get the opportunity to vote on the proposed Transaction. We advise that you read this document carefully as it sets out the details of the Transaction and provides information on why EBOS is proposing to purchase Symbion. Should you require any investment advice we suggest that you talk to your NZX firm adviser, accountant, lawyer or other professional adviser.

**Q2.** What if I cannot attend the meeting?

- A.** As is common with shareholder meetings there is an opportunity for all shareholders to cast their vote either at the meeting or by Proxy. The same option is available to all shareholders for this Special Meeting. Proxy forms are attached to the Notice of Meeting document. If you have misplaced your proxy form or have any question regarding the shareholder meeting please call Computershare on 0800 835 625

**Q3.** Why are EBOS shareholders required to vote on the Transaction?

- A.** This is a material transaction. It is a requirement under the Companies Act and the NZX Listing Rules that shareholders must approve a transaction of this size relative to EBOS's total assets and market capitalisation.

**Q4.** What level of shareholder support is required for this Transaction to be passed?

- A.** A 75% vote (by number of shares voting at the meeting in person or by proxy) is required for the special resolution to acquire Symbion and a 50% vote (by number of shares voting at the meeting in person or by proxy) is required to issue shares to Zuellig as part consideration.

If shareholders do not approve the Transaction the purchase will not proceed

**Q5.** Are the institutions getting a better deal than EBOS shareholders?

- A.** No, institutions are funding a \$90m placement and sub-underwriting the rights issue on commercial and market competitive terms. It is of paramount importance to the Board that the Transaction be structured to allow current shareholders the opportunity to participate on an equitable basis. A pro-rata renounceable rights

offer gives existing shareholders that right. Furthermore, existing shareholders will be given the opportunity to apply for additional Shares not taken up by other Shareholders by way of an oversubscription facility ahead of the underwriters and the institutional sub-underwriters.

**Q6.** Do the new institutional shareholders get to vote?

**A.** Yes, institutions who obtain shares in the placement and who are shareholders in EBOS at the time of the Special Meeting can vote on the Transaction.

**Q7.** Who is eligible for the bonus issue?

**A.** All existing shareholders on the EBOS register on 6 June (before the placement is settled). Institutions who obtain shares in the placement are not eligible for the bonus issue.

**Q8.** When will I get my bonus shares and when will I be able to trade those shares?

**A.** 10 June 2013

**Q9.** Will the bonus shares participate in the rights issue?

**A.** Yes, eligible shareholders who receive Bonus shares can fully participate in the Rights Issue.

**Q10.** Who is Symbion?

**A.** Symbion is a private company owned by The Zuellig Group Incorporated. It is a leading Australian pharmaceutical wholesaler and distributor, with operations across all states with 22 warehouses in total. The company is involved in the distribution of over 16,000 prescription medicines and over the counter products to around 3,000 retail and hospital pharmacies. In 2011 Symbion expanded into veterinary wholesale through the purchase of Lyppard. In FY2012 Symbion had annual revenue of A\$3.9 billion and EBITDA of A\$108 million.

**Q11.** Why are you buying Symbion?

**A.** EBOS is the leading company in many of its markets in New Zealand. In recent years EBOS has sought to diversify its earnings base through expansion into Australia. The Proposed Transaction is a ready-made and rare opportunity to create a clear trans-Tasman market leader. Further, EBOS has a supportive vendor in Zuellig which is prepared to take a significant shareholding in EBOS, providing even greater confidence for the future.

The two businesses are also highly complementary. Symbion is a market leader in pharmaceutical wholesaling and distribution in Australia as EBOS is in NZ. It has a strong record of growth and profitability as is the case with EBOS. Symbion has a diversified earnings base in Pharmacy, Hospital and Animal Care, and is a great fit with EBOS core business competencies in both countries. On the animal care side, Symbion's veterinary wholesale business Lyppard complements our recent acquisition of Masterpet and it is also a great fit with the Masterpet operations in Australia.

**Q12.** Why is Zuellig getting 40% of EBOS?

**A.** EBOS has had a long and successful track record of conducting business with the Zuellig family, in particular the acquisition of PRNZ from interests associated with Zuellig for \$87m (plus debt) in FY08. This transaction continues that relationship with Zuellig becoming a 40% shareholder in the enlarged group on terms that are mutually agreed. Zuellig's decision to retain this significant, passive investment reflects the strong alignment between both parties, and a shared vision for the future of the combined company in the Australasian market and beyond. Zuellig's decision to keep an investment also significantly reduces the amount of cash that is required to finance the \$1.1 billion Transaction.

**Q13.** Is Zuellig a long term shareholder?

**A.** Zuellig have been investors in this sector over a long period of time.

As part of the agreement, EBOS will enter into a lock up deed with Zuellig on completion of the transaction, pursuant to which Zuellig will unconditionally and irrevocably agree that from completion until the earlier of 30 September 2014; the release of the company's trading results (preliminary announcement) or annual report for the financial year to 30 June 2014, it will not sell, transfer or otherwise deal with its shares except in certain defined limited circumstances. After that date Zuellig may choose to manage its holding as it wishes, subject to the provisions of the Takeovers Code should it choose to sell 20 per cent or more to a single entity. It has, however, given no indication that it will be anything other than a long term shareholder.

**Q14.**How can we be sure this is the right thing to do for EBOS shareholders?

**A.** In putting this Transaction to shareholders the EBOS Board has conducted a thorough due diligence process. It also has taken external advice from a range of financial and legal advisers including Chapman Tripp, Forsyth Barr, UBS, Deloitte and Ernst & Young. Northington Partners has also been appointed by EBOS to provide an Independent Report on the merits of the Symbion acquisition and the issue of shares to Zuellig as part consideration for the Symbion acquisition. Northington Partners has determined that, in their opinion, the terms of the Proposed Transaction (being the Symbion Acquisition, the related issue of Shares to Zuellig and related transactions) are fair to all Shareholders and that sufficient information has been provided to enable Shareholders to make an informed decision.

**Q15.**Will EBOS continue to be run Mark Waller?

**A.** Yes, Mark will lead EBOS, heading a very strong executive team that also includes key personnel from Symbion.

**Q16.**What will this mean for my future dividends and will future dividends carry imputation credits?

**A.** The Board intends to maintain its dividend policy of paying out 60-70 per cent of normalised NPAT in dividends. As a result of the increased Australian earnings contribution from Symbion, future dividends are anticipated to be partially imputed.

**Q17.**Can you give me more information on the Rights Issue?

**A.** The full details of the pro-rata renounceable rights issue will be contained in a Prospectus that will be sent out to all EBOS shareholders on or about 17 June 2013.

**Q18.**What happens if I can't afford to take up my Rights?

**A.** The full details of this will be contained in a Prospectus. **Your rights to take up new shares in EBOS are likely to be valuable but if you do nothing any value to you will be lost. Accordingly we encourage you to either take up your rights to subscribe for new shares or alternatively sell your rights. If you are unsure what to do, please contact your investment adviser or call 0800 835 625.**

**Q19.**Why is EBOS seeking a listing on the ASX?

**A.** It is expected that EBOS will attract significant investor interest from Australia given its footprint in that country due to the purchase of Symbion. The Company's primary sharemarket listing, however, will be on the NZX and the Head Office for the Company will remain in Christchurch.

If you have any further questions, please speak to your financial advisor or if you have any questions in relation to your shareholding or how to participate in the Rights Offer, please call Computershare on 0800 835 625.