RNS Number : 6654U Primary Health Properties PLC

08 August 2025

THIS ANNOUNCEMENT AND THE INFORMATION HEREIN IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN, NEW ZEALAND OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION.

THIS ANNOUNCEMENT IS AN ADVERTISEMENT AND NOT A PROSPECTUS OR PROSPECTUS EQUIVALENT DOCUMENT AND NO INVESTMENT DECISION IN RELATION TO THE REVISED OFFER OR THE NEW PHP SHARES SHOULD BE MADE EXCEPT ON THE BASIS OF INFORMATION IN THE OFFER DOCUMENT, THE REVISED OFFER DOCUMENT, THE COMBINED CIRCULAR AND PROSPECTUS AND THE SUPPLEMENTARY PROSPECTUS.

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

FOR IMMEDIATE RELEASE

8 August 2025

#### Recommended Combination of Assura plc ("Assura") and Primary Health Properties PLC ("PHP")

The Board of PHP notes the announcement this morning by Sana Bidco Limited ("Sana Bidco") a newly formed company indirectly wholly owned by (i) funds advised by Kohlberg Kravis Roberts & Co. L.P. and its affiliates ("KKR") and (ii) funds advised by Stonepeak Partners LP and its affiliates ("Stonepeak"), making certain assertions about the Recommended Combination of Assura and PHP, a number of which the Board of PHP believes are false or misleading, in an attempt to gain support for its offer. The Board of PHP also notes the subsequent clarification announcement made by Sana Bidco this afternoon.

The Board of PHP welcomes the announcement by the Assura Board re-affirming its unanimous recommendation of the PHP Revised Offer and urging shareholders to accept the PHP Revised Offer.

As set out in the announcement by the Boards of PHP and Assura dated 23 June 2025 and in the Assura response circular in respect of the Sana Bidco offer dated 15 July 2025, the Recommended Combination provides Assura shareholders with the following benefits:

- Assura Shareholders would remain invested in a larger and more efficient REIT, which would own a combined £6 billion portfolio of social infrastructure assets;
- the combined group would allow Assura Shareholders to continue to benefit from the attractive long-term dynamics of the healthcare real estate sector;
- Assura Shareholders, as shareholders in the combined group, would be invested in an enlarged company
  with increased visibility in the public markets, greater index weighting and improved share liquidity; and
- the transaction is expected to be earnings enhancing in the first full financial year post completion of the PHP Offer for both companies' shareholders on a pro forma basis, taking into account expected annualised, run-rate synergies.

In addition, the cash elements of the PHP Revised Offer allow Assura Shareholders to crystallise a meaningful portion of their current investment in cash, with flexibility under the Mix and Match Facility, while also allowing them to benefit from remaining invested in the Combined Group.

The Board of PHP welcomes the supportive comments made to the media during the offer process and in recent days by certain Assura shareholders<sup>(1)</sup>.

The Board of PHP notes and welcomes the announcement this morning by the CMA. This is a planned, conventional and necessary step of the CMA process. The PHP offer is not conditional on CMA approval.

#### Action to be taken by Assura Shareholders

Assura Shareholders who have not yet accepted the Revised Offer are urged to do so as soon as possible but, in any event, by no later than 1.00 p.m. (London time) on 12 August 2025.

Assura Shareholders who have not yet accepted the Revised Offer should note that the Mix and Match Facility will remain open until the date on which the Revised Offer becomes or is declared Unconditional after which time it may be closed by PHP without further notice. PHP intends to close the Mix and Match Facility after the Revised Offer becomes Unconditional (in order to allow allocations to be calculated). Assura Shareholders who have not yet accepted the Revised Offer and wish to make elections under the Mix and Match Facility are therefore recommended to accept the Revised Offer and make their elections under the Mix and Match Facility as soon as possible.

Details of actions for Assura Shareholders to take are set out in the Original Offer Document (as amended by the Revised Offer Document) and, for holders of Assura Shares in certificated form, in the Second Form of Acceptance

and Election which accompanies the Revised Offer Document. If you have any questions about the Original Offer Document or the Revised Offer Document or are in any doubt as to how to complete the Second Form of Acceptance and Election (if you hold Assura Shares in certificated form), or how to make an Electronic Acceptance (if you hold Assura Shares in uncertificated form), or if you want to request a hard copy of the Original Combined Circular and Prospectus or the Supplementary Prospectus or a further copy of the Original Offer Document or the Revised Offer Document (and/or any information incorporated into them by reference to another source) please contact the Receiving Agent, Equiniti, on +44 (0) 371 384 2414. Lines are open 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (excluding English and Welsh public holidays). Calls to the helpline from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Revised Offer nor give any financial, legal or tax advice.

A soft copy of the Original Offer Document and the Revised Offer Document can also be found at <a href="https://www.assuraplc.com/investor-relations/shareholder-information/offer-from-php">www.assuraplc.com/investor-relations/shareholder-information/offer-from-php</a>

Assura Shareholders are reminded that, as a summary and subject to the fuller description in the Original Offer Document (as amended by the Revised Offer Document), the Acceptance Condition shall be satisfied if valid acceptances of the Revised Offer have been received (and not validly withdrawn) by no later than 1.00 p.m. (London time) on 12 August 2025 (or such later time(s) and/or date(s) as PHP may, with the consent of the Panel where required, decide) in respect of such number of Assura Shares as shall, when aggregated with any Assura Shares acquired or unconditionally agreed to be acquired (whether pursuant to the Revised Offer or otherwise) represent Assura Shares carrying more than 50 per cent. (50%) of the voting rights then normally exercisable at a general meeting of Assura Shareholders.

(1) Statements by (i) Schroders (first in Bloomberg on 5 August 2025); and (ii) Aberdeen Investment and Gravis (both first in Bloomberg on 6 August 2025)

#### **Enquiries:**

### **Primary Health Properties PLC**

+44 (0) 7970 246 725 via Sodali & Co

Harry Hyman, Non-Executive Chair Mark Davies, Chief Executive Officer Richard Howell, Chief Financial Officer

#### Rothschild & Co (Joint Lead Financial Adviser to PHP)

+44 (0) 207 280 5000

Alex Midgen Sam Green Nikhil Walia Jake Shackleford

# Deutsche Numis (Joint Lead Financial Adviser and Joint Broker to PHP)

+44 (0) 207 260 1000

Kevin Cruickshank Heraclis Economides Stuart Ord Ben Stoop

## Citi (Joint Financial Adviser to PHP)

+44 (0) 20 7986 4000

Bogdan Melaniuc James Ibbotson Robert Redshaw James Carton Michael Mullen

Jack McLaren

## Peel Hunt (Joint Financial Adviser and Joint Broker to PHP)

+44 (0) 20 7418 8900

Capel Irwin Michael Nicholson Henry Nicholls

## Sodali & Co (Communications for PHP)

Rory Godson +44 (0) 7970 246 725

Elly Williamson Louisa Henry

CMS Cameron McKenna Nabarro Olswang LLP is acting as legal adviser to PHP.

The person responsible for arranging the release of this announcement on behalf of PHP is Toby Newman, Company Secretary.

The LEI of PHP is 213800Y5CJHXOATK7X11 and the LEI of Assura is 21380026T19N2Y52XF72.

#### Further information

N.M. Rothschild & Sons Limited ("Rothschild & Co"), which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively as joint lead financial adviser to PHP and for no one else in connection with the subject matter of this Announcement and will not be responsible to anyone other than PHP for providing the protections afforded to its clients or for providing advice in connection with the subject matter of this Announcement. Neither Rothschild & Co nor any of its affiliates (nor any of their respective directors, officers, employees or agents), owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Rothschild & Co in connection with this Announcement, any statement contained herein or otherwise.

Numis Securities Limited ("**Deutsche Numis**"), which is authorised and regulated in the United Kingdom by the FCA in the United Kingdom, is acting exclusively as joint lead financial adviser to PHP and for no one else in connection with the subject matter of this Announcement and will not be responsible to anyone other than PHP for providing the protections afforded to its clients or for providing advice in connection with the subject matter of this Announcement. Neither Deutsche Numis nor any of its affiliates (nor any of their respective directors, officers, employees or agents), owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Deutsche Numis in connection with this Announcement, any statement contained herein or otherwise.

Citigroup Global Markets Limited ("Citi"), which is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom, is acting exclusively as joint financial adviser to PHP and for no one else in connection with the subject matter of this Announcement and will not be responsible to anyone other than PHP for providing the protections afforded to its clients or for providing advice in connection with the subject matter of this Announcement. Neither Citi nor any of its affiliates (nor any of their respective directors officers, employees or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Citi in connection with this Announcement, any statement contained herein or otherwise.

Peel Hunt LLP ("Peel Hunt"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as joint financial adviser to PHP and for no one else in connection with the subject matter of this Announcement and will not be responsible to anyone other than PHP for providing the protections afforded to its clients or for providing advice in connection with the subject matter of this Announcement. Neither Peel Hunt nor any of its affiliates (nor any of their respective directors, officers, employees or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Peel Hunt in connection with the matters referred to in this Announcement, any statement contained herein, or otherwise.

This Announcement is for information purposes only and is not intended to, and does not, constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Combination or otherwise, nor shall there be any sale, issuance or transfer of securities of Assura in any jurisdiction in contravention of applicable law. In particular, this Announcement does not constitute an offer of securities to the public as contemplated in the South African Companies Act, 71 of 2008.

The Combination will be implemented solely pursuant to the terms of the Original Offer Document and Revised Offer Document which will contain the full terms and conditions of the Combination, including details of how to accept the Revised Offer. Any decision or response in relation to the Combination should be made only on the basis of the information contained in the Original Offer Document, the Revised Offer Document, the Original Combined Circular and Prospectus and the Supplementary Prospectus'.

The statements contained in this Announcement are made as at the date of this Announcement, unless some other time is specified in relation to them, and publication of this Announcement shall not give rise to any implication that there has been no change in the facts set forth in this Announcement since such date.

This Announcement does not constitute or form part of, and should not be construed as, any public offer under any applicable legislation or an offer to sell or solicitation of any offer to buy any securities or financial instruments or any advice or recommendation with respect to such securities or other financial instruments.

This Announcement does not constitute a prospectus, prospectus equivalent document or exempted document. PHP has published the Original Combined Circular and Prospectus and Supplementary Prospectus containing information on the New PHP Shares and the Combined Group as well as the Original Offer Document and Revised Offer Document. PHP urges Assura Shareholders to read the Original Offer Document, the Revised Offer Document, the Forms of Acceptance and Election, the Original Combined Circular and Prospectus and Supplementary Prospectus' carefully because they contain important information in relation to the Combination, the New PHP Shares and the Combined Group. Any decision by Assura Shareholders in respect of the Combination should be made only on the basis of the information contained in the Original Offer Document, the Revised Offer Document the Original Combined Circular and Prospectus and Supplementary Prospectus'. PHP urges Assura Shareholders to read the Original Offer Document, the Revised Offer Document, the Revised Offer Document, PHP urges Assura Shareholders to read the Original Offer Document, the Revised Offer Document, the Porms of Acceptance and Election, the Original Combined Circular and Prospectus and Supplementary Prospectus'.

If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

## Overseas Shareholders

The information contained herein is not for release, distribution or publication, directly or indirectly, in or into South Africa, the United States, Australia, Canada, Japan, New Zealand or any other Restricted Jurisdiction where applicable laws prohibit its release, distribution or publication.

The release, publication or distribution of this Announcement in, into or from jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the law of any jurisdiction other than the UK should inform themselves of, and observe, any applicable legal or regulatory requirements. Any failure to comply with such requirements may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Combination disclaim any responsibility or liability for the violation of such restrictions by any person. This Announcement has been prepared in accordance with and for the purpose of complying with English law, the Takeover Code, the Market Abuse Regulation, the UK Listing Rules and the Disclosure Guidance and Transparency Rules and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside England.

The availability of the Revised Offer to Assura Shareholders who are not resident in and citizens of the UK may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in the UK should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions.

In particular, the ability of persons who are not resident in the United Kingdom to execute Second Forms of Acceptance and Election in connection with the Revised Offer; and persons who are not resident in the United Kingdom to receive New PHP Shares in part consideration pursuant to terms of the Combination, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Combination disclaim any responsibility or liability for the violation of such restrictions by any person. Further details in relation to Overseas Shareholders are contained in the Original Offer Document and the Revised Offer Document.

Unless otherwise determined by PHP or required by the Takeover Code, and permitted by applicable law and regulation, the Revised Offer will not be made available, in whole or in part, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may accept the Revised Offer by any such use, means, instrumentality or from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction.

Copies of this Announcement and any formal documentation relating to the Combination are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including, without limitation, agents, custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported acceptance of the Revised Offer. Unless otherwise determined by PHP and permitted by applicable law and regulation, the Revised Offer may not be made, directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction, and the Revised Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.

The New PHP Shares to be issued pursuant to the Revised Offer have not been and will not be registered under the relevant securities laws of or with any securities regulatory authority of any Restricted Jurisdiction. Accordingly, the New PHP Shares may not be offered, sold or delivered, directly or indirectly, in or into any Restricted Jurisdiction nor to any U.S. Person or Restricted Overseas Person, except pursuant to exemptions from the registration requirements of any such jurisdiction.

Further details in relation to Overseas Shareholders are included in the Original Offer Document and Revised Offer Document and Assura Shareholders are advised to read carefully the Original Offer Document and Revised Offer Document

The Combination is subject to English law, the applicable requirements of the Companies Act, the Takeover Code, the Panel, the UK Listing Rules, the Market Abuse Regulation, the FCA, the London Stock Exchange, the Registrar of Companies, the Johannesburg Stock Exchange, the JSE Listing Requirements and applicable securities law.

The information contained in this Announcement constitutes factual advice as contemplated in section 1(3)(a) of the South African Financial Advisory and Intermediary Services Act, 37 of 2002, as amended ("FAIS Act") and should not be construed as express or implied advice (as that term is used in the FAIS Act and/or the South African Financial Markets Act, 19 of 2012, as amended) that any particular transaction in respect of the Combination, is appropriate to the particular investment objectives, financial situations or needs of a shareholder, and nothing in this Announcement should be construed as constituting the canvassing for, or marketing or advertising of, financial services in South Africa. PHP is not a financial services provider licensed as such under the FAIS Act.

Nothing in this Announcement should be viewed, or construed, as "advice", as that term is used in the South African Financial Markets Act, 19 of 2012, as amended.

#### Notice relating to the United States

This Announcement is not intended to, and does not, constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Revised Offer or otherwise. The Combination will be made solely through the Original Offer Document and the Revised Offer Document which will contain the full terms and conditions of the Combination, including details of how the Combination may be accepted. Any acceptance or other response to the Combination should be made only on the basis of the information in the Original Offer Document and the Revised Offer Document.

The Combination relates to the shares of an English company and is subject to UK procedural and disclosure requirements that are different from certain of those of the United States. The financial statements and other financial information included in this Announcement have been prepared in accordance with non-U.S. accounting standards that may not be comparable to the financial statements of U.S. companies or companies whose financial statements.

are prepared in accordance with generally accepted accounting principles in the United States. It may be difficult for U.S. holders of shares to enforce their rights and any claims they may have arising under the U.S. federal securities laws in connection with the Combination, since PHP and Assura are located in countries other than the United States, and all or some of their officers and directors may be residents of countries other than the United States. U.S. holders of shares in PHP or Assura may not be able to sue PHP, Assura or their respective officers or directors in a non-U.S. court for violations of U.S. securities laws. Further, it may be difficult to compel PHP, Assura and their respective affiliates to subject themselves to the jurisdiction or judgment of a U.S. court.

The New PHP Shares have not been and will not be registered under the U.S. Securities Act or under the securities laws of any state or other jurisdiction of the United States and may not be offered, taken up, sold, resold, delivered, pledged, renounced, distributed or otherwise transferred, directly or indirectly, in or into the United States or to, or for the account or benefit of, any U.S. Person except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States.

None of the New PHP Shares, the Original Combined Circular and Prospectus, the Supplementary Prospectus, the Original Offer Document, the Revised Offer Document, the Second Form of Acceptance or any other offering document has been approved or disapproved by the SEC, any state securities commission in the United States or any other U.S. regulatory authority, nor have such authorities passed upon or determined the adequacy or accuracy of the information contained in any of those documents or passed upon or endorsed the merits of the Combination. Any representation to the contrary is a criminal offence in the United States.

It is intended that the Combination will be implemented by way of a takeover offer within the meaning of the Companies Act. The Revised Offer will not be subject to the disclosure and other procedural requirements of Regulation 14D under the U.S. Exchange Act. If made into the United States, the Revised Offer will be made in accordance with applicable requirements of Regulation 14E under the U.S. Exchange Act. However, the Revised Offer will qualify for "Tier II" exemptions from the tender offer rules included in Regulation 14E under the U.S. Exchange Act. Accordingly, the Revised Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that may be different from those applicable under U.S. domestic tender offer procedures and law.

No document relating to the Revised Offer or the Combination will be posted into the United States, but a "qualified institutional buyer" (as such term is defined in Rule 144A promulgated under the U.S. Securities Act) may be permitted, at PHP's sole discretion, to participate in the Revised Offer upon establishing its eligibility as an Eligible U.S. Holder (as defined in the Original Offer Document (as amended by the Revised Offer Document)). PHP will require the provision of a letter by Eligible U.S. Holders (and may require the provision of a letter by subsequent transferees in the United States) with such acknowledgements, warranties, and representations to and agreements with PHP, as PHP may require, to, among other things, confirm compliance with applicable laws as well as other supporting documentation. PHP will refuse to issue or transfer New PHP Shares to investors that do not meet the foregoing requirements.

The receipt of consideration pursuant to the Revised Offer by an Eligible U.S. Holder may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each Assura Shareholder is urged to consult its independent professional adviser immediately regarding the tax consequences of accepting the Revised Offer.

In accordance with normal United Kingdom market practice and to the extent permissible under applicable law or regulatory requirements, including Rule 14e-5 under the U.S. Exchange Act (to the extent applicable), PHP and its affiliates or its brokers and its broker's affiliates (acting as agents for PHP or its affiliates, as applicable) may from time to time whilst the Revised Offer remains open for acceptance make certain purchases of, or arrangements to purchase, Assura Shares outside the United States otherwise than under the Revised Offer, such as in the open market or through privately negotiated purchases. Such purchases, or arrangements to purchase, shall comply with applicable rules in the United Kingdom and the rules of the London Stock Exchange. Details about any such purchases will be available from a Regulatory Information Service and will be available on the London Stock Exchange website (www.londonstockexchange.com).

## **Dealing and Opening Position Disclosure Requirements**

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) of the Takeover Code applies must be made by no later than 3.30 pm (London time) on the 10th business day following the announcement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire

or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

#### Publication on a website

A copy of this Announcement and the documents required to be published pursuant to Rule 26 of the Takeover Code will be available at PHP's website at <a href="http://www.assuraplc.com/investor-relations/shareholder-information/offer-%20from-php">http://www.assuraplc.com/investor-relations/shareholder-information/offer-%20from-php</a> promptly and in any event by no later than 12 noon on the Business Day following this Announcement. The content of this website is not incorporated into and does not form part of this Announcement

#### General

Investors should be aware that PHP may purchase Assura Shares otherwise than under the Revised Offer, including pursuant to privately negotiated purchases.

#### Requesting hard copy documents

In accordance with Rule 30.3 of the Takeover Code, Assura Shareholders, persons with information rights and participants in Assura Share Plans may request a hard copy of this Announcement by contacting PHP's company secretary at <a href="mailto:cosec@phpgroup.co.uk">cosec@phpgroup.co.uk</a>. For persons who receive a copy of this Announcement in electronic form or via a website notification, a hard copy of this Announcement will not be sent unless so requested. Such persons may also request that all future documents, announcements and information to be sent to them in relation to the Combination should be in hard copy form.

For persons who receive a copy of this Announcement in electronic form or via a website notification, a hard copy of this Announcement will not be sent unless so requested. Such persons may also request that all future documents, announcements and information to be sent to them in relation to the Combination should be in hard copy form.

### **Electronic communications**

Please be aware that addresses, electronic addresses and certain other information provided by Assura Shareholders, persons with information rights and other relevant persons for the receipt of communications from Assura may be provided to PHP during the offer period as required under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.11(c) of the Takeover Code.

#### **Profit Forecasts and Estimates**

No statement in this announcement is intended to constitute a profit forecast or profit estimate, no statement in this announcement is subject to the requirements of Rule 28 of the Code and no statement in this announcement should be interpreted to mean that the earnings or future earnings per share of or dividends or future dividends per share of PHP and/or Assura for current or future financial years will necessarily match or exceed the historical or published earnings or dividends per share of PHP or Assura, as appropriate.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact <a href="mailto:msc.ucm">msc.ucm</a>.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our Privacy Policy.

END