

13 May 2024

Results of Special Meeting of Shareholders of Just Life Group Limited, update on delisting and director resignations

At Just Life Group Limited's (the "**Company**") special meeting of shareholders, held in Auckland today, shareholders were asked to vote on the following three resolutions, all of which were passed by shareholders:

1. To delist from the NZX Main Board.
2. To list on the Unlisted Securities Exchange (USX).
3. To amend the Company's constitution to reflect its delisting from the NZX Main Board and listing on USX.

Details of the total number of votes cast in person and by a proxy holder on each of these resolutions are:

Resolution	For	Against	Abstain
Delisting from the NZX Main Board: That the delisting of Just Life Group Limited from the NZX Main Board is approved and the directors are authorised to undertake all actions and enter into any agreements and other documents necessary to give effect to this resolution.	8,440,794 54.37%	7,084,972 45.63%	14,511
Listing on the Unlisted Securities Exchange (USX): That the listing of Just Life Group Limited on the Unlisted Securities Exchange is approved, and the directors are authorised to undertake all actions and enter into any agreements and other documents necessary to give effect to this resolution.	88,943,194 92.92%	6,773,849 7.08%	327,858
Amendment to the Company's constitution: That the existing constitution of the Company is revoked, and the constitution presented at the Meeting, and referred to in the explanatory notes is adopted as the constitution of the Company subject to and with effect from the day after the Company ceases to be listed on the NZX Main Board.	88,938,065 92.92%	6,776,697 7.08%	330,139

Delisting from NZX and listing on USX

As a result of the approval of these resolutions, the Company is now proceeding with the process of delisting from the NZX Main Board and listing its ordinary shares on USX. The Company expects to confirm its delisting from the NZX Main Board by close of business on 13 June 2024, with a trading halt commencing at close of business on 11 June 2024 to ensure that all trades are settled prior to delisting. The Company intends to enter into a listing agreement with Efficient Market Services Limited (EMS, the operator of USX), such that the Company's shares will be listed on USX

and begin trading on 14 June 2024. Further information on the process of delisting from the NZX Main Board and on the USX is set out in the Notice of Special Meeting of Shareholders dated 22 April 2024, which was released to NZX on that date.

Share buyback offer

As announced on 22 April 2024, the Company intends to make an offer to buyback up to 2.5 million shares in the Company at a price of \$0.30 per share following shareholder approval of the resolutions at today's special meeting. Further details of the buyback offer, as well as instructions for completing the acceptance form, will be detailed in the Offer Document and Acceptance Form to be despatched to shareholders tomorrow.

Timetable

A timetable of key dates for the share buyback offer, delisting from the NZX Main Board and listing on USX is set out below:

Date	Impact on Shareholders
13 May 2024 to 11 June 2024	Shares continue to be listed on the NZX Main Board
14 May 2024	Share buyback offer opens
27 May 2024	Share buyback offer closes
29 May 2024	Results of share buyback offer announced
5 June 2024	Payment date for share buyback
11 June 2024	Trading halt commences on shares at close of business
13 June 2024	Shares delisted from the NZX Main Board
14 June 2024	Shares trading commences on USX

*This timetable is subject to change at the Company's discretion (as a result of market conditions or otherwise) or due to any other legal or regulatory requirements (including those of NZX or USX). The Company will announce to Shareholders any changes to the timetable.

Resignation of directors

Following the approval of the resolutions at today's special meeting of shareholders, directors Phil Norman, Steve Bayliss, Richard Carver and Lynne Jacobs have notified the Company that they will be standing down as directors of the Company with effect from the Company's delisting from the

NZX Main Board, which is expected to occur on close of business on 13 June 2024. This is consistent with the statement of intention by those directors to stand down upon delisting from the NZX Main Board, as set out the Notice of Special Meeting of Shareholders dated 22 April 2024. The Company's founder and non-executive director, Tony Falkenstein, wishes to thank Phil, Steve, Richard and Lynne for their valuable contribution to Just Life during their tenure.

The Company will announce replacement directors to be appointed with effect from the Company's delisting from the NZX Main Board, ahead of that event.

For more information:

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