

## **Voyage Announces Required Consents Received in its Second Lien Notes Consent Solicitation**

LONDON, August 19, 2014 – Voyage Care (“Voyage”) today announced that the consent solicitation by its subsidiary, Voyage Care BondCo PLC (the “Issuer”), with respect to the Issuer’s £50,000,000 aggregate principal amount of 11% Second Lien Notes due 2019 (the “Second Lien Notes”), has been successful. As a result, the Issuer has obtained the required consents necessary to amend (the “Proposed Amendments”) and to waive (the “Proposed Waivers”) certain provisions of the indenture governing the Second Lien Notes as set forth in the consent solicitation statement dated August 6, 2014, as subsequently amended and extended.

The Proposed Amendments and the Proposed Waivers were sought in connection with the proposed acquisition of 100% of the issued share capital of Voyage Holdings Limited and certain loan notes and deferred shares in Voyage Mezzco Limited by Viking Bidco Limited (the “Purchaser”) (which is indirectly controlled by certain trusts, funds, companies or other partnerships owned, managed, sponsored or advised by Partners Group AG and Duke Street LLP and their respective affiliates) pursuant to share purchase agreements dated August 5, 2014 and entered into by, amongst others, certain funds managed by Hg Pooled Management Limited, certain funds managed by SL Capital Partners LLP and various individual sellers and the Purchaser (the “Acquisition”).

The adoption of the Proposed Amendments and the Proposed Waivers, with respect to the Second Lien Notes requires the consents of the holders of at least a majority in principal amount of the Second Lien Notes then outstanding voting as a single class. A majority of holders of the Second Lien Notes voting as a single class have submitted their consents prior to the Expiration Time (as such term is defined in the consent solicitation statement).

A supplemental indenture will be entered into with respect to the Second Lien Notes containing the Proposed Amendments and the Proposed Waivers and will bind all holders of the Second Lien Notes, including those that did not give their consent, though non-consenting holders will not receive the consent payment. Concurrently with the execution of the supplemental indenture, the Issuer will pay 50% of the consent payment for the Proposed Waivers, and the remaining 50% will be payable for the Proposed Amendments on or prior to the consummation of the Acquisition.

This announcement is for information purposes only and is neither an offer to sell nor a solicitation of an offer to buy any security. The solicitation of consents was not made in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such solicitation under applicable state or foreign securities or “blue sky” laws.

### **Forward-Looking Statements**

Voyage cautions you that statements included in this announcement that are not a description of historical facts are forward-looking statements that involve risks, uncertainties, assumptions and other factors which, if they do not materialize or prove correct, could cause Voyage’s results to differ materially from historical results or those expressed or implied by such forward-looking statements. There can be no assurance that the transactions contemplated in this announcement will be completed. Voyage assumes no obligation to update any forward-looking statement included in this announcement to reflect events or circumstances arising after the date on which it was made.

Under no circumstances shall the consent solicitation statement, as amended, constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for the Second Lien Notes in any jurisdiction. The consent solicitation shall not be considered an “offer of securities to the public” for purposes of Luxembourg law, or give rise to or require a prospectus in a European Economic Area member state which has implemented the prospectus directive.

The consent solicitation was not made to, and no consents were solicited from, holders or beneficial owners of the Second Lien Notes in any jurisdiction in which it is unlawful to make such consent

solicitation or grant such consents. However, the Issuer may, in its sole discretion and in compliance with any applicable laws, take such actions as it may deem necessary to solicit consents in any jurisdiction and may extend the consent solicitation to, and solicit consents from, persons in such jurisdiction.

Within the United Kingdom, the consent solicitation is directed only at persons having professional experience in matters relating to investments who fall within the definition of “investment professionals” in Article 19(5) or fall within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (“relevant persons”). The investment or investment activity to which the consent solicitation relates is only available to and will only be engaged with the relevant persons, and persons who receive the consent solicitation who are not relevant persons should not rely or act upon it.

The making of the consent solicitation and the consent payment, as applicable, may be restricted by law in some jurisdictions. Persons into whose possession the consent solicitation statement, as amended, comes must inform themselves about and observe these restrictions.

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