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VOYAGE CARE BONDCO PLC

Announces Cash Tender Offer to Purchase Any and All of its outstanding 5%% Sterling-Denominated Senior Secured Notes due 2027 bearing ISIN: XS2436454768 and Common Code: 243645476

December 3, 2025. Voyage Care BondCo PLC (“**Offeror**”) today announced that it has commenced an offer (the “**Offer**”) to purchase for cash its outstanding 5%% Sterling-Denominated Senior Secured Notes due 2027 represented by the Regulation S Global Note bearing ISIN: XS2436454768; Common Code: 243645476 (the “**Notes**”), as further described in the tender offer memorandum (the “**Tender Offer Memorandum**”) for the Offer dated as of the date hereof.

The Offeror is not under any obligation to accept any tender of Notes for purchase pursuant to the Offer.

The Offer will expire at 4:00 p.m. (London time) on December 10, 2025, unless extended, re-opened or terminated as provided in the Tender Offer Memorandum (such date and time, the “**Expiration Deadline**”).

Notes accepted for purchase pursuant to the Offer will be paid for through Euroclear Bank SA/NV or Clearstream Banking, S.A., as applicable, on a date promptly following the Expiration Deadline (the “**Settlement Date**”). The Offeror currently expects the Settlement Date to be December 12, 2025, or the second Business Day (as defined below) following the Expiration Deadline.

Subject to the Minimum Denomination (as defined below) the total amount payable per GBP £1,000 principal amount of the Notes accepted for purchase will be an amount in pounds sterling, payable on the Settlement Date, and equal to the purchase price (the “**Purchase Price**”) plus any accrued interest (the “**Accrued Interest**”) on the Notes, as described below.

Description of Notes	ISIN/Common Code (Reg S)	Principal Amount Outstanding	Purchase Price ⁽¹⁾	Amount subject to the Offer
Voyage Care BondCo PLC’s GBP £250,000,000 5%% Senior Secured Notes due 2027	XS2436454768 / 243645476	GBP £250,000,000	GBP £1,000 (the “ Purchase Price ”)	Any and all of the Notes

(1) Per GBP £1,000 principal amount of Notes. In addition to the Purchase Price, the Offeror will also pay any Accrued Interest in respect of the Notes accepted for purchase by it pursuant to the Offer on the Settlement Date.

The minimum denomination of the Notes (the “**Minimum Denominations**”) being GBP £100,000 principal amount of the Notes and integral multiples of GBP £1,000 in excess thereof.

Offer not Eligible for Holders of Rule 144A Notes. The Offeror will only accept Tender Instructions with respect to Notes bearing ISIN XS2436454768 (Regulation S Notes). The Offeror will not accept Tender Instructions with respect to Notes bearing ISIN XS2436454925 (Rule 144A Notes). In order to participate in the Offer, eligible Holders of Notes bearing ISIN XS2436454925 (Rule 144A Notes) must exchange such Notes bearing ISIN XS2436454925 (Rule 144A Notes) for Notes bearing ISIN XS2436454768 (Regulation



S Notes) in compliance with the that certain indenture dated as of February 3, 2022 (as amended, supplemented, waived or otherwise modified from time to time, the “**Indenture**”) governing the Notes, the requirements of the Clearing System (as defined herein) and applicable laws and offer Notes bearing ISIN XS2436454768 (Regulation S Notes) by the Expiration Deadline in the Offer. The Offer is not being made to any U.S. Person or to any person in the United States. The Offer is being made to dealers or other professional fiduciaries located outside the United States or acting on a discretionary basis only for the benefit or account of non-U.S. Persons located outside the United States.

Subject to applicable law and as provided in the Tender Offer Memorandum, the Offeror reserves the right, in its sole and absolute discretion, to extend, withdraw, terminate or amend the terms and conditions of the Offer at any time following this announcement of the Offer, without giving holders of the Notes (the “**Holders**” and each, a “**Holder**”) withdrawal rights, as described in the Tender Offer Memorandum. Details of any such extension, amendment, withdrawal or termination will be notified to the Holders as soon as reasonably possible after the relevant decision has been made. An offer to tender Notes for purchase may only be made by the submission of a valid tender instruction. The acceptance of Notes for purchase pursuant to the Offer is subject to the satisfaction of certain conditions set forth in the Tender Offer Memorandum. Subject to applicable law, the Offeror reserves the right, in its sole discretion to waive any and all conditions to the Offer. There can be no assurance that such conditions will be satisfied.

Holders validly tendering their Notes that are accepted for purchase by the Offeror in the Offer will receive a cash payment representing the Accrued Interest on those Notes.

Holders who have Notes registered in the name of a broker, dealer, commercial bank, trust company or other nominee must contact, and issue appropriate instructions to, such broker, dealer, commercial bank, trust company or other nominee if such Holder desires to tender those Notes. The deadlines set by the clearing systems for submission of tender instructions may be earlier than the relevant deadlines specified in the Tender Offer Memorandum.

Before making a decision with respect to the Offer, Holders should carefully consider all of the information in the Tender Offer Memorandum and, in particular, the risk factors described therein. None of the Offeror, the Sole Dealer Manager, the Tender Agent or any of their respective directors, officers, employees, agents or affiliates, makes any recommendation as to whether or not Holders of the Notes should tender their Notes pursuant to the Tender Offer Memorandum. Holders must make their own decisions with regard to tendering their Notes.

Any questions or requests for assistance in connection with the Tender Offer Memorandum may be directed to NatWest Markets Plc (the “**Sole Dealer Manager**”) at the telephone numbers or e-mail addresses provided below. Any questions or requests for assistance in connection with the delivery of tender instructions or requests for copies of the Tender Offer Memorandum or related documents, which may be obtained free of charge, may be directed to Kroll Issuer Services Limited (the “**Tender Agent**”) at the telephone number or e-mail address provided below.

As used in this press release and the Tender Offer Memorandum, “**Business Day**” means any day (other than a Saturday, Sunday or a public holiday) on which commercial banks and foreign exchange markets are open for business in London.

About Voyage Care

The group of companies to which the Offeror belongs (such group, “**Voyage Care**”) is a leading provider of registered care homes, measured in terms of beds, with a significant presence in community based supported living care, based in Lichfield, Staffordshire. Voyage Care provides support for people with learning and physical disabilities, brain injuries, autism and other related complex and challenging needs across the United Kingdom. Voyage Care offers person-centred pathways of support in both people’s own homes and registered care homes. Voyage Care works with local authority multi-disciplinary teams to provide support in both registered care homes and peoples’ own homes.



Voyage Care focuses on quality-of-care services in all of its operations. Voyage Care is one of the few larger providers operating exclusively in this sector and specialising in providing care and support for people with complex, high acuity support needs.

Rationale and Source of Funds

The Offer is being made in accordance with the proactive approach of Voyage BidCo Limited and its consolidated subsidiaries, as the context requires (the “**Group**”), to the management of their upcoming maturities. In order to continue extending tenor ahead of maturities, the Group may issue further senior secured debt during the offer period.

The purpose of the Offer is to provide liquidity to the Holders of the Notes, and it is being made as part of the Group’s active management of its balance sheet.

New Financing

On November 27, 2025 Voyage Bidco Limited, the immediate parent company of the Offeror, entered into a new senior facilities agreement (the “**New Senior Facilities Agreement**”), pursuant to which a term loan facility (the “**New Financing**”) was made available to Voyage Care Bidco Limited, Voyage Care Limited and Voyage Healthcare Group Limited, as borrowers, subject to customary conditions precedent and the Group discharging all its liabilities under the Indenture, including the Notes. The Group intends to fund the Offer using a portion of the New Financing. The Group reserves the right in its sole and absolute discretion to apply any of the New Financing that are not used towards the Offer, to the extent permitted by applicable law, towards the repayment, redemption or refinancing of existing debt (including, without limitation, any loans, bonds, finance leases, securitizations, sale or leaseback arrangements or vendor financing arrangements of the Group), including by way of open market purchases, privately negotiated transactions, tender offers, exchange offers or otherwise. Such transactions may be on such terms and at such prices as the Group may determine, which may be more or less than the prices to be paid pursuant to the Offer and could be for cash or other consideration or otherwise on terms more or less favorable than those contemplated by the Offer. The Group expects to use the New Financing to refinance debt over a period of time and will leave any remaining proceeds on balance sheet to net the Group’s overall debt until such refinancing transactions are carried out on suitable terms.

Notes purchased pursuant to the Offer will be retired and cancelled.

On or about the Settlement Date, the Offeror intends to satisfy and discharge all liabilities under the Indenture, including any still-outstanding Notes, as required by the terms of the New Senior Facilities Agreement by depositing or causing to be deposited with the trustee (or such other entity designated by the trustee for this purpose) as trust funds in trust solely for the benefit of the Holders, cash in sterling, non-callable U.K. Government Securities or a combination of cash in sterling and non-callable U.K. Government Securities, in amounts as will be sufficient, without consideration of any reinvestment of interest, to pay and discharge all liabilities under the Indenture, including any still-outstanding Notes, not tendered in connection with the Offer for principal and accrued interest through February 14, 2026 with a view to redeeming any still-outstanding Notes following the consummation of the Offer at par, together with any accrued and unpaid interest thereon, on February 15, 2026.

No assurance can be given that the Offer will be consummated.

Disclaimer

The distribution of the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession the Tender Offer Memorandum comes are required by the Offeror, the Sole Dealer Manager and the Tender Agent to inform themselves about, and to observe, any such restrictions.

This announcement contains important information that should be read carefully before any decision is made with respect to the Offer. If any Holder of Notes is in any doubt as to the action it should take, it is recommended to immediately seek its own financial advice, including tax advice relating to the consequences resulting from the Offer from its stockbroker, bank manager, solicitor, accountant or other



independent financial or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Notes pursuant to the Offer.

This announcement is neither an offer to purchase nor the solicitation of an offer to sell any of the securities described herein, nor shall there be any offer or sale of such securities in the United States or in any jurisdiction in which such offer, solicitation or sale would be unlawful. The Offer is made solely pursuant to the Tender Offer Memorandum dated December 3, 2025.

The information contained in this announcement does not constitute an offer of securities for sale in the United States or to U.S. Persons (as defined in Regulation S of the United States Securities Act of 1933, as amended). Securities referred to in this announcement may not be offered or sold in the United States absent registration under, or an exemption from the registration requirements of, the United States Securities Act of 1933. For the purposes of this and the above paragraph, “United States” means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

The information contained in this announcement does not constitute an invitation or inducement to engage in investment activity within the meaning of the United Kingdom Financial Services and Markets Act 2000. In the United Kingdom, this announcement is being distributed only to and is only directed at: (i) persons who are outside the United Kingdom; (ii) persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Financial Promotion Order**”)); (iii) persons falling within Article 43 of the Financial Promotion Order; or (iv) any other persons to whom it may otherwise lawfully be communicated under the Financial Promotion Order (all such persons together being referred to as “**relevant persons**”). This announcement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons.

This announcement contains forward-looking statements and information that is necessarily subject to risks, uncertainties, and assumptions. No assurance can be given that the transactions described herein will be consummated or as to the terms of any such transactions. The Offerors assume no obligation to update or correct the information contained in this announcement.

For more information, please contact:

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