

NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES, 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 AND THE DISTRICT OF COLUMBIA) (THE "UNITED STATES") OR TO ANY U.S. PERSON (AS DEFINED BELOW) OR INTO ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO RELEASE, PUBLISH OR DISTRIBUTE THIS ANNOUNCEMENT.

### **VOYAGE CARE BONDCO PLC**

Announces the Results of the Cash Tender Offer to Purchase Any and All of its outstanding 57/8% Sterling-Denominated Senior Secured Notes due 2027 bearing ISIN: XS2436454768 and Common Code: 243645476

**December 11, 2025.** Voyage Care BondCo PLC ("**Offeror**") today announced the final results of the offer (the "**Offer**") to purchase for cash its outstanding 57% Sterling-Denominated Senior Secured Notes due 2027 represented by the Regulation S Global Note bearing ISIN: XS2436454768; Common Code: 243645476 (the "**Notes**"). The Expiration Deadline for the Offer was 4:00 p.m. (London time) on December 10, 2025. The terms and conditions of the Offer are described in the tender offer memorandum dated December 3, 2025 (the "**Tender Offer Memorandum**"). Except as described in this announcement, all other terms of the Offer as described in the Tender Offer Memorandum remain unchanged. Capitalized terms used herein but not otherwise defined have the respective meanings assigned to them in the Tender Offer Memorandum.

Description of Notes	ISIN/Common Code (Reg S)	Principal Amount Outstanding	Purchase Price (1)	Aggregate Principal Amount Validly Tendered and Accepted for Purchase
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")	GBP £131,897,000

(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 Offeror hereby announces that the aggregate principal amount of the Notes validly accepted for purchase in accordance with the terms, and subject to the conditions set out in the Tender Offer Memorandum is GBP £131,897,000. The Offeror expects to make payment for such accepted Notes on December 12, 2025. Notes purchased pursuant to the Offer will be retired and cancelled.

Following the settlement of the Offer, GBP £118,103,000 in aggregate principal amount of the Notes will remain outstanding.

On or about the Settlement Date, the Offeror intends to satisfy and discharge all liabilities under the Indenture, including any still-outstanding Notes 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.



## **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.

#### 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.

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:

### Sole Dealer Manager

NatWest Markets Plc

**Telephone**: +44 20 7678 5222 **Attention**: Liability Management

Email: <u>NWMliabilitymanagement@natwestmarkets.com</u>

# **Tender Agent**

Kroll Issuer Services Limited Telephone: +44 20 7704 0880 Attention: David Shilson

 $\pmb{Email}: voyage care@is.kroll.com$ 

Website: <a href="https://deals.is.kroll.com/voyagecare">https://deals.is.kroll.com/voyagecare</a>