

## **Voyage Announces Execution of Supplemental Indenture and Waiver Payment in Connection with its Senior Secured Notes Consent Solicitation**

LONDON, August 15, 2014 – As previously announced by Voyage Care (“Voyage”), the consent solicitation by its subsidiary Voyage Care BondCo PLC (the “Issuer”), with respect to the Issuer’s £222,000,000 aggregate principal amount of 6½% Senior Secured Notes due 2018 (the “Senior Secured 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 Senior Secured Notes as set forth in the consent solicitation statement dated August 6, 2014, as amended on August 12, 2014 (as amended, the “Consent Solicitation Statement”).

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”).

A supplemental indenture has been entered into with respect to the Senior Secured Notes containing the Proposed Amendments and the Proposed Waivers and binds all holders of the Senior Secured Notes, including those that did not give their consent, though non-consenting holders will not receive the consent payment. The Proposed Waivers are effective and operative as of the date hereof. The Proposed Amendments are effective for the Senior Secured Notes as of the date hereof but will be operative only upon the consummation of the Acquisition.

Concurrently with the execution of the supplemental indenture, the Issuer has paid 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 constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for the Senior Secured 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 Senior Secured 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 comes must inform themselves about and observe these restrictions.

For further information, contact:

The Solicitation Agent:

J.P. Morgan Securities plc

+44 207 1346 346 / +44 207 134 3414

E-mail: EMEA\_LM@jpmorgan.com

Attention: HY Syndicate

The Tabulation Agent:

Deutsche Bank AG, London Branch

+44 20 7547 5000

E-mail: xchange.offer@db.com

Attention: Debt & Agency Services

Voyage Investor Relations:

Andrew Winning

InvestorRelations@voyagecare.com