



VILLAGE ROADSHOW

RESULTS OF SCHEME MEETINGS

7 December 2020: Village Roadshow Limited (ASX: VRL) (“VRL”) is pleased to announce that at the Scheme Meetings held earlier today, VRL Shareholders voted in favour of both the Structure A Scheme and the Structure B Scheme, as referred to in the Scheme Booklet dated 12 October 2020 as supplemented by the Supplementary Disclosure Document dated 25 October 2020.

Defined terms in this announcement have the meanings given to them in the Scheme Booklet.

Structure A Scheme Meeting voting results

For the purpose of ASX Listing Rule 3.13.2 and subsections 251AA(1) and (2) of the *Corporations Act 2001* (Cth), the Structure A Scheme Resolution was passed by the requisite majorities of VRL Shareholders, with:

- 75.76% of VRL Shareholders (other than Excluded Shareholders) present and voting (either in person or by proxy) in favour of the resolution; and
- 83.71% of votes cast in favour of the resolution.

The poll report for the Structure A Scheme Meeting submitted by the Returning Officer appointed by VRL is attached.

Structure B Scheme Meeting voting results

For the purpose of ASX Listing Rule 3.13.2 and subsections 251AA(1) and (2) of the *Corporations Act 2001* (Cth), the Structure B Scheme Resolution was passed by the requisite majorities of VRL Shareholders, with:

- 68.78% of VRL Shareholders present and voting (either in person or by proxy) in favour of the resolution; and
- 84.95% of votes cast in favour of the resolution.

The poll report for the Structure B Scheme Meeting submitted by the Returning Officer appointed by VRL is attached.

Next steps

VRL will now apply to the Federal Court of Australia for approval of the Structure A Scheme with the alterations shown in mark-up in Appendix 3 to the Supplementary Disclosure Document. Alternatively, if the Structure A Scheme is not approved by the Court, VRL will

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apply to the Court for approval of the Structure B Scheme with the alterations shown in mark-up in Appendix 4 to the Supplementary Disclosure Document.

The Court hearing is scheduled to commence at 10.15am on Tuesday, 15 December 2020.

Remaining Dates (subject to Court approval)

Time (Melbourne) and date	Event
Wednesday, 16 December 2020	Lodgement by VRL with ASIC of the Court orders approving the Relevant Scheme as amended (Effective Date)
4.00pm, Wednesday, 16 December 2020	Suspension of trading in VRL Shares on ASX
7.00pm, Friday, 18 December 2020	Time and date for determining entitlements to the Scheme Consideration (Record Date)
Tuesday, 29 December 2020	Implementation Date

This announcement has been authorised by VRL's ASX Communications Officer.

For more information:

Simon Phillipson
Company Secretary
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**Village Roadshow Limited
Scheme Meeting A
Monday, 07 December 2020
Voting Results**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth). and ASX Listing Rule 3.13.2

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
Resolution 1 That under and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the members agree to the arrangement proposed between VRL and the holders of its fully paid ordinary shares (other than Excluded Shareholders), designated the Structure A Scheme, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting (with or without any alterations or conditions agreed or any alterations or conditions required by the Court) and the Board of Directors of VRL is authorised to implement the Structure A Scheme with any such alterations or conditions.	72,646,216 82.84%	14,284,606 16.29%	763,844 0.87%	299,886	73,410,907 83.71%	14,284,356 16.29%	299,886	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					950 75.76%	304 24.24%	13	

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

**Village Roadshow Limited
Scheme Meeting Structure B
Monday, 07 December 2020
Voting Results**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth). and ASX Listing Rule 3.13.2

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
Resolution 1 That under and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the members agree to the arrangement proposed between VRL and the holders of its fully paid ordinary shares, designated the Structure B Scheme, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting (with or without any alterations or conditions agreed or any alterations or conditions required by the Court) and the Board of Directors of VRL is authorised to implement the Structure B Scheme with any such alterations or conditions	140,925,090 84.37%	25,143,342 15.05%	972,211 0.58%	298,122	141,897,301 84.95%	25,143,342 15.05%	298,122	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					747 68.78%	339 31.22%	16	

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

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