

ASX Announcement

ASC Code: VMX

1 October 2021

RESULTS OF SCHEME MEETINGS

Valmec Limited (“**Valmec**” or the “**Company**”) (ACN 003 607 074) is pleased to announce that Valmec shareholders have today voted in favour of the proposed acquisition of approximately 98% of the issued shares of Valmec by Altrad Australia Pty Ltd (ACN 652 016 807) by way of scheme of arrangement (“**Scheme**”).

Voting results of Scheme Meetings

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), Valmec advises that the resolutions to approve the Scheme set out in the Notice of Meeting included in Annexures C and D of the Scheme booklet dated 1 September 2021 were passed on a poll by the requisite majorities at the General Scheme Meeting and Other Exiting Shareholders Scheme Meeting.

A detailed report of the votes cast in respect of the resolution to approve the Scheme is included at **Annexure A** to this announcement.

Second Court hearing

The Scheme remains subject to the approval of the Court at the Second Court hearing, currently scheduled to be heard at 10.00am (AWST) on 6 October 2021. Further details regarding the Court hearing are included at **Annexure B** to this announcement.

Timetable

The key dates for implementation are set out below.

Event	Date and time
Second Court Hearing for approval of the Scheme by the Court	6 October 2021
Effective Date - Scheme Order lodged with ASIC, and last day of trading in Valmec Shares on the ASX (with Valmec Shares suspended from close of trading)	8 October 2021
Scheme Record Date for determining entitlement to receive payment of the Scheme Consideration	7.00pm Tuesday, 12 October 2021
Implementation Date - payment of the Scheme Consideration to Scheme Shareholders, and transfer of Scheme Shares to the Bidder Delisting from ASX - on the Implementation Date, Valmec will apply for termination of the official quotation of Valmec shares on the ASX, and for Valmec to be removed from the official list of the ASX.	19 October 2021

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Next Steps

If the Court approves the Scheme, Valmec proposes to lodge the order of the Court with the Australian Securities and Investments Commission on 8 October 2021, at which time the Scheme will become legally effective. This will be the last day that Valmec shares will trade on ASX.

Contact information

For further information, please contact:

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Annexure A – Voting Results

Disclosure of Proxy Votes

Valmec Limited
Scheme Meeting
Friday, 01 October 2021



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GPO Box 5193, Sydney, NSW 2001
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ABN 27 152 260 814

In accordance with section 251AA of the Corporations Act 2001, the following information is provided in relation to resolutions put to members at the meeting.

Resolution	Decided by Show of Hands (S) or Poll (P)	Total Number of Proxy Votes exercisable by proxies validly appointed	Proxy Votes				Poll Results (if applicable)		
			FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN
1 Scheme Resolution	P	90,279,916	90,215,009 99.93%	64,907 0.07%	2,536,000	0 0.00%	90,215,009 99.93%	64,907 0.07%	2,536,000

Disclosure of Proxy Votes

Valmec Limited
Exit Shareholders Scheme Meeting
Friday, 01 October 2021



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			FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN
1 Scheme Resolution	P	5,315,120	5,315,120 100.00%	0 0.00%	0	0 0.00%	5,315,120 100.00%	0 0.00%	0

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Annexure B

Notice of hearing to approve arrangement

TO all members of Valmec Limited (ACN 003 607 074) (Valmec).

TAKE NOTICE that at 10.00am (AWST) on 6 October 2021 at the Supreme Court of Western Australia, 28 Barrack Street, Perth, Western Australia, the Supreme Court of Western Australia will hear an application by Valmec seeking the approval of an arrangement between Valmec and its members.

If you wish to oppose the approval of the arrangement, you must file and serve on Valmec a notice of appearance, in the prescribed form, together with any affidavit on which you wish to rely at the hearing. The notice of appearance and affidavit must be served on Valmec at its address for service at least one day before the date fixed for the hearing of the application.

The address for service of Valmec is Dentons Australia, Level 7, 150 St Georges Terrace, Perth, Western Australia (Attention: Ryan Lennon).

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