



ASX Announcement

8 October 2021

Proposed acquisition by HelloFresh - Results of Scheme Meeting

BRISBANE, Australia, 8 October 2021: Youfoodz Holdings Limited (**ASX: YFZ**) (**Youfoodz** or the **Company**) is pleased to announce that shareholders have today voted in favour of the proposed scheme of arrangement under which HelloFresh SE, through its indirect wholly owned subsidiary Cook E Services Australia Pty Ltd, will acquire all of the issued shares in Youfoodz (**Scheme**).

Voting results of Scheme Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), Youfoodz advises that the resolution to approve the Scheme (**Scheme Resolution**) set out in the Notice of Meeting included in Appendix D of the scheme booklet dated 2 September 2021 (**Scheme Booklet**) was passed by the requisite majorities of Youfoodz shareholders.

In summary:

- 94.07% of Youfoodz shareholders present and voting (virtually in person or by proxy, attorney or corporate representative) voted in favour of the Scheme Resolution; and
- 99.87% of the votes cast by Youfoodz shareholders were in favour of the Scheme Resolution.

The details of the valid proxies received and votes cast are set out in the attachment to this announcement.

Next steps

The Scheme remains subject to the approval of the Federal Court of Australia (**Court**) at the hearing scheduled to be held at 10.15 am on Wednesday, 13 October 2021, and certain other conditions precedent as previously announced and described in the Scheme Booklet.

If the Court approves the Scheme, Youfoodz proposes to lodge an office copy of the orders of the Court with the Australian Securities and Investments Commission (**ASIC**) on the same day (Wednesday, 13 October 2021), at which time the Scheme will become effective.

Subject to the Scheme becoming effective on Wednesday, 13 October 2021, it is expected that:

- Youfoodz shares will be suspended from trading on the ASX from close of trading on Wednesday, 13 October 2021;

- the Scheme record date (for determining entitlements to the Scheme consideration) will be at 7.00 pm (Sydney time) on Wednesday, 20 October 2021; and
- the Scheme will be implemented on Wednesday, 27 October 2021.

This announcement has been authorised for release by the Youfoodz Board.

ENDS

About Youfoodz

Youfoodz specialises in the production and distribution of high quality and affordable fresh, readymade meals and other convenience food products for residential (home delivery), retail and corporate customers. Since inception in 2012, Youfoodz has delivered over 60 million readymade meals to its home delivery, retail and corporate customers.

Products are marketed and distributed through an omni-channel sales model comprising a home delivery offering (B2C) and a business-to-business offering to supermarkets, independent grocers, petrol and convenience stores, corporate and government customers (B2B).

Youfoodz operates three production facilities in Brisbane, Australia and has developed a scalable, proprietary manufacturing technology to optimise production and supply-chain management. The Company's three facilities produce approximately 400,000 ready-made meals, 80,000 snacks and 45,000 drinks per week on average.

Additional information is available at: <https://www.investors.youfoodz.com>

Youfoodz Holdings Limited
General Meeting
Friday, 08 October 2021
Results of Meeting

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	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
Resolution 1: 'That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act, the scheme of arrangement proposed between Youfoodz Holdings Limited and the holders of its ordinary shares, as contained in and more particularly described in the Scheme Booklet of which the notice convening this Scheme Meeting forms part, is agreed to, with or without amendment, or any alterations or conditions as approved by the Federal Court of Australia to which Youfoodz Holdings Limited and HelloFresh SE agree.'	Special	109,206,835 99.78%	142,629 0.13%	103,545 0.09%	2,882	109,368,456 99.87%	144,629 0.13%	2,882	Carried
						Number of shareholders voting on the poll			
						For	Against	Abstain*	
						222 94.07%	14 5.93%	3	

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