

25 October 2021

Empired shareholders approve scheme of arrangement

Empired Limited (**Empired**) announces that at a meeting of Empired shareholders (**Scheme Meeting**) earlier today, shareholders voted in favour of the proposed scheme of arrangement under which Capgemini Australia Pty Limited has agreed to acquire 100% of the shares in Empired (**Scheme**).

Empired advises that the resolution to approve the Scheme was passed by the requisite majorities of Empired shareholders, with:

- 98.53% of shareholders present and voting at the Scheme Meeting (either in person, by proxy or attorney or, in the case of corporate shareholders, by a duly appointed corporate representative) voting in favour of the resolution; and
- 99.91% of the total number of votes cast on the resolution by shareholders being in favour of the resolution.

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act 2001 (Cth), details of the resolution, proxies and poll results for the Scheme Meeting are attached to this announcement.

Indicative timetable and next steps

Empired will seek approval of the Scheme from the Federal Court of Australia (**Court**) at a hearing scheduled for 10.15 am (Perth time) on Monday 1 November 2021.

If the Court approves the Scheme, Empired intends to lodge a copy of the orders of the Court with the Australian Securities and Investments Commission on Tuesday 2 November 2021. Once this occurs, the Scheme will become legally effective and it is expected that Empired shares will be suspended from trading on the ASX with effect from the close of trading on Tuesday 2 November 2021.

The indicative timetable for implementation of the Scheme remains as follows:

Event	Time and Date
Second Court Hearing for approval of the Scheme	1 November 2021
Effective date of the Scheme	2 November 2021
Empired shares cease trading on the ASX	
Record date for the Scheme	5.00 pm on 9 November 2021
Implementation date of the Scheme	16 November 2021

Note: All times and dates in the above timetable are references to the time and date in Perth, Western Australia. The above timetable is indicative only and Empired has the right to vary the timetable subject to all necessary approvals.

Shareholder Information Line

Empired shareholders who have questions in relation to the Scheme should contact the Empired Shareholder Information Line on 1300 145 430 (for callers within Australia) or +61 3 9946 4421 (for callers outside of Australia) between 5.30 am and 2.30 pm (Perth time) Monday to Friday.

For more information please contact:

Russell Baskerville
Managing Director
Empired Limited
Ph +61 8 6333 2200

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

EMPIRED LIMITED
Scheme Meeting - Monday 25 October 2021
Voting results

Resolution

“That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act, the members approve the arrangement between Empired Limited and the holders of its fully paid ordinary shares (other than Capgemini Australia Pty Limited and its Related Bodies Corporate if it holds any such shares), designated the “Scheme”, as contained in and more particularly described in the Scheme Booklet accompanying the Notice of Scheme Meeting with or without any modifications or conditions approved at this meeting or approved by the Federal Court of Australia after this meeting, and which are acceptable to Empired and Capgemini Australia Pty Limited, and, subject to approval of the Scheme by the Court, the Empired Board is authorised to implement the Scheme with any such modifications or conditions.”

Voting results

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

The following table provides a summary of the votes cast on the poll:

Voting results	For	Against	Abstain¹
Number of votes	120,976,744	107,698	3,131
Number of holders	335	5	1
Percentage of votes	99.91%	0.09%	N/A
Percentage of holders	98.53%	1.50%	N/A

The following table provides a summary of the instructions given to validly appointed proxies:

Voting results	For	Against	Open	Abstain
Number of votes	120,687,702	107,698	30,000	3,131
Number of holders	328	5	1	1
Percentage of votes	99.89%	0.09%	0.02%	N/A
Percentage of holders	98.50%	1.50%	N/A	N/A

¹ Note that votes relating to a shareholder who has abstained from voting are not counted in determining requisite majorities.

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