



**ASX Announcement**

10 April 2024

**Damstra Technology**

(ASX: DTC)

## Scheme Meeting – Chairman’s Address and Presentation

Damstra Holdings Limited (“**Damstra**”) refers to the proposed acquisition of Damstra by Ideagen (Australia) Cerium BidCo Pty Limited (“**BidCo**”), an indirectly wholly owned subsidiary of Ideagen Limited (together with BidCo, “**Ideagen**”) by way of scheme of arrangement (the “**Scheme**”).

### Scheme Meeting Materials

In accordance with ASX Listing Rule 3.13.3, attached to this announcement are the following documents to be presented at the Damstra Scheme Meeting being held today, Wednesday 10 April 2024 at 11:00am (AEST) (“**Scheme Meeting**”):

1. a copy of the Chairman’s address to be delivered at the Scheme Meeting; and
2. the Scheme Meeting presentation slides.

Damstra shareholders and their authorised proxies, attorneys and corporate representatives may participate in the Scheme Meeting via the online platform. Damstra shareholders will be able to listen to the Scheme Meeting, cast an online vote and ask questions online at <https://investor.automic.com.au/>.

Damstra shareholders will be able to vote and ask questions at the virtual Scheme Meeting.

The voting results of the Scheme Meeting will be communicated to the ASX as soon as practicable after the conclusion of the Scheme Meeting.

Authorised for release to ASX by the Board of Damstra Holdings.

**Ends**

### Enquiries

#### Investors

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## About Damstra

Damstra is a global leader in enterprise protection software. Its Enterprise Protection Platform (EPP) integrates an extensive range of modules and products that allows organisations to mitigate and reduce unforeseen and unnecessary business risks around people, workplaces, assets, and information.

Integral to the Damstra EPP, Damstra's Workforce Management, Learning Management and Connected Worker solutions combine to ensure Protected People. In creating workplaces that are Safe, Damstra's Access Control, Digital Forms and Safety Solutions are utilised. Assets are connected into operations, through integrated Asset Management enabling Asset mobilisation and offerings in RFID and IOT. And lastly Accessible Information, Reporting BI tools and Predictive Analytics are critical to ensuring customers are making the right decisions with the right information.





## SCHEME MEETING SCRIPT – CHAIRMAN’S ADDRESS

### SLIDE #1 – COVER SLIDE PAGE

Welcome to the Scheme Meeting of Damstra Holdings Limited. My name is Johannes Risseeuw, I am the Executive Chairman of Damstra. I will be chairing today's meeting.

As a quorum is present, I formally declare the Scheme Meeting open. I also table the Scheme Booklet, which contains the Notice of Scheme Meeting, which I will take as read. The Scheme Booklet has been made available to Damstra Shareholders prior to today's meeting and a copy can be accessed on the ASX website and at Damstra's Investor Centre.

On behalf of the Damstra Board and the management team, I would like to welcome our shareholders, or their proxies, attorneys or representatives present.

I am joined by Damstra's Board: Christian Damstra, Drew Fairchild, Morgan Hurwitz, Sara La Mela, and Simon Yencken. Representatives of Damstra's share registry, Automic, are also present to assist in the poll process of the Scheme Meeting.

Also present are our legal and financial advisers, Gilbert + Tobin and Jefferies.

If we experience any technical issues during today's meeting that result in a significant number of shareholders being unable to reasonably participate, I will adjourn this meeting. In that event, we hope that any technical issues would be resolved quickly, and the meeting reconvened later today. Please monitor our website and the ASX for announcements if this eventuates.

If you need any assistance during today's meeting, please call the helpline number displayed at the top of the webpage. That number again is 1300 101 594 for callers within Australia and +61 2 8072 1412 for callers outside of Australia. You can also refer to the Notice of General Scheme Meeting in Attachment D and the Virtual Meeting Registration and Voting Shareholder Guide in Attachment F of the Scheme Booklet.

### SLIDE #2 – PROCEDURAL MATTERS COVER SLIDE

Today's Scheme Meeting will allow all Damstra Shareholders, proxies, attorneys and representatives to consider and vote on the proposed acquisition by Ideagen (Australia) Cerium BidCo Pty Ltd, an indirectly wholly owned subsidiary of Ideagen Limited, of 100% of the shares in Damstra by way of a scheme of arrangement, which I will now refer to as the “**Scheme**”.

Today's meeting is being held as an online meeting only. This allows Damstra Shareholders, proxies, attorneys and representatives to attend the meeting virtually via the Automic Online Scheme Meeting Platform.

All attendees can watch a live webcast of the meeting.

Throughout the meeting, Damstra Shareholders and their proxies, attorneys or representatives are entitled to ask questions. If you have a question that you would like to ask today, you can ask questions via the platform.

### SLIDE #3 – ASKING QUESTIONS ONLINE

If you did not submit a question prior to the meeting, but would like to ask a question online via the Online Scheme Meeting Platform, you can do so through the following process:





To write a question, click on the Q&A icon in the Zoom window. This will open a new screen with a section for you to type your question. If you would like to ask your question verbally, click on the Q&A icon in the Zoom window and type "I'd like to speak". Your microphone will then be unmuted at the relevant time, and you will be invited to present your question to the Meeting.

Please note that while you can submit questions via the Online Scheme Meeting Platform at any time, I will only address questions at the relevant time in the meeting. Questions must be relevant to the business of today's meeting, being the approval of the Scheme. Please ask one question at a time and keep your question brief so as many people as possible may ask a question. Please also note that if we receive multiple questions on one topic, these may be combined. That said, we will try our best to answer as many questions throughout the course of today's meeting as we can.

#### **SLIDE #4 – VOTING ONLINE**

I will now briefly summarise the voting procedures which apply to this meeting.

As outlined in the Scheme Booklet, the vote on the Scheme Resolution will be conducted by a poll. Shareholders or their proxy holders, attorneys or corporate representatives are entitled to vote on the Scheme Resolution.

Shareholders had the option to appoint a proxy in advance of today's meeting. If you did not do this, you may also vote via the Online Scheme Meeting Platform during the meeting by following the instructions displayed on the slides now.

Please note that if you cast a live vote at today's Scheme Meeting then the live vote will supersede any previously submitted vote by proxy.

If you have previously appointed a proxy, when logging in to the live webcast of the Scheme Meeting, you would have been presented with the option to either revoke your proxy or view the Scheme Meeting as a 'non-voting shareholder'. If you revoked your proxy when logging in, you will be able to participate in and vote at the Scheme Meeting. However, if you did not revoke your proxy, then you will not be able to vote but you will still be able to view the live webcast of the Scheme Meeting and ask questions.

I confirm that as Chairman of the Scheme Meeting, I will vote all available proxies in favour of the Scheme Resolution, and we will shortly display the number of proxy votes received in relation to the Scheme Resolution prior to the commencement of the Scheme Meeting.

I will announce the closure of voting on the Scheme Resolution. Once voting has been closed all submitted votes cannot be changed.

After the meeting closes, your votes will be counted by our registry, Automic, and the results will be announced to the ASX as soon as they are available (which is likely to be later today).

#### **SLIDE #5 – CHAIRMAN'S ADDRESS**

To provide Damstra Shareholders with ample opportunity to vote, I now declare the poll on the Scheme Resolution OPEN.

The voting tab will soon appear, please submit your votes at any time. I will give you a warning before I move to close voting.





We will go through the Scheme Resolution shortly, but first I will provide a brief explanation about why we are meeting today. Details of the Scheme are outlined in the Scheme Booklet dated 8 March 2024, which was made available to all Damstra Shareholders on 11 March 2024.

#### SLIDE #6 – OVERVIEW OF THE SCHEME

The purpose of this meeting is for Damstra Shareholders to consider and, if thought fit, approve the proposed acquisition by Ideagen (Australia) Cerium BidCo Pty Ltd, an indirectly wholly owned subsidiary of Ideagen Limited, of 100% of the shares in Damstra by way of a scheme of arrangement. I will also refer to Ideagen (Australia) Cerium BidCo Pty Ltd as “**Ideagen**” during this meeting.

Details of the scheme of arrangement were outlined in detail in the Scheme Booklet, which was made available to shareholders in accordance with the orders of the Supreme Court of New South Wales made on 8 March 2024.

Ideagen is a private limited company registered in the United Kingdom. Ideagen was previously a public company listed on the London Stock Exchange, however, was privatised in July 2022 when it was indirectly acquired by a number of funds managed by Hg Pooled Management Limited and advised by HgCapital LLP, a software and services investor with more than 20 years of industry experience in building and growing innovative software businesses.

If the Scheme is approved and implemented, in return for the transfer of all Damstra shares to Ideagen, Damstra Shareholders will receive \$0.24 in cash for every Damstra Share they hold on the Scheme Record Date, which I will refer to during this meeting as the “**Scheme Consideration**”. Accordingly, if the Scheme is implemented, Ideagen will own 100% of Damstra.

The Scheme Consideration represents a 140% premium to the undisturbed trading price of Damstra’s shares prior to Damstra’s announcement on 24 October 2023 that it had received Ideagen’s indicative proposal.

The Scheme is subject to the satisfaction of a number of conditions, including Damstra Shareholder approval as proposed by this Scheme Meeting, and Court approval, which I will discuss in more detail later in my address.

The Scheme Meeting provides an opportunity for all Damstra Shareholders to consider the proposed acquisition and ultimately determine whether or not it should proceed. In order for the Scheme to proceed it must be approved by the Requisite Majorities, which I will also cover in more detail later in my address.

#### SLIDE #7 – DAMSTRA BOARD RECOMMENDATION

The Directors of Damstra have unanimously recommended that Damstra Shareholders vote in favour of the Scheme.

Damstra Shareholders should have regard to the interests of Damstra Directors when considering the Directors’ recommendation. These details are disclosed in Sections 7.6, 11.1, 11.2 and 11.6 of the Scheme Booklet. Prior to today’s meeting, Damstra Directors who hold or control Damstra shares have instructed that all their shares to be voted in favour of the Scheme.

I would also note that the Directors’ unanimous recommendation has always been subject to any Superior Proposal which may be received from a third party. At the time of this Scheme Meeting, no such proposal has emerged, and the Damstra Directors are not aware of any Superior Proposal that is likely to emerge.





In making this recommendation, the Damstra Directors considered an extensive range of issues, including their responsibility to act in the best interests of Damstra Shareholders.

In particular, the Damstra Directors identified several reasons why you should vote in favour of the Scheme and a number of reasons why you may wish to consider voting against the Scheme. The Damstra Directors consider that the Scheme Consideration of \$0.24 per Damstra Share is attractive for all Damstra shareholders and unanimously believe the reasons for you to vote in favour of Scheme significantly outweigh the reasons for you to vote against the scheme. These reasons are set out in detail in Section 1 and 4 of the Scheme Booklet and are summarised on the current slide.

#### **SLIDE #8 – INDEPENDENT EXPERTS CONCLUSION**

The Damstra Board appointed Grant Thornton Corporate Finance as the Independent Expert to assess the merits of the Scheme. The Independent Expert concluded that the Scheme is fair and reasonable and in the best interests of Damstra Shareholders, in the absence of a Superior Proposal.

The Independent Expert's conclusions are set out on the current slide. The Independent Expert assessed the underlying value of Damstra shares to be in the range between \$0.20 and \$0.28 per Damstra Share.

The Scheme Consideration of \$0.24 per Damstra Share is in the mid-point of this range.

The Independent Expert's Report is set out in full in Attachment A of the Scheme Booklet. Damstra Shareholders should carefully review and consider the Independent Expert's Report in its entirety.

#### **SLIDE #9 - STATUS OF CONDITIONS**

As discussed, the Scheme is subject to a number of customary conditions which are set out in the Scheme Booklet.

The first is Shareholder approval. This condition requires that the Damstra Shareholders approve the Scheme at this Scheme Meeting by the Requisite Majorities, which means:

- at least 75% of the total number of votes cast on the Scheme Resolution by eligible Damstra Shareholders present and voting at the Scheme Meeting; and
- a majority in number (that, is more than 50%) of eligible Damstra Shareholders present and voting at the Scheme Meeting.

Another condition of the Scheme is Court approval in accordance with the Corporations Act. If the Scheme is approved at today's meeting, Damstra will seek the approval of the Supreme Court of New South Wales to implement the Scheme. The Second Court Hearing is scheduled to be held at 9.15am (AEST) on Tuesday, 16 April 2024.

The Scheme was subject to regulatory approval from the Foreign Investment Review Board. As announced on 4 April 2024, the condition relating to Foreign Investment Review Board approval has been satisfied and approval has been obtained.

Please note that the Scheme Implementation Deed outlines a number of other customary operational and procedural conditions which must be satisfied or waived for the Scheme to be implemented. A summary of these conditions has been set out in the Scheme Booklet in Section 6.3.





The Damstra Directors are not currently aware of any circumstances that would prevent the outstanding Scheme Conditions from being satisfied or waived prior to the Second Court Hearing.

#### **SLIDE #10 – INDICATIVE IMPLEMENTATION TIMETABLE**

The indicative timetable for implementation of the Scheme, if it is approved, is shown on the screen. As mentioned, the Second Court Hearing is scheduled to be held at 9.15am on Tuesday, 16 April 2024.

If the Court approves the Scheme, it will become Effective and will be binding on Damstra Shareholders on Tuesday, 16 April 2024. On this day, Damstra shares will be suspended from official quotation on the ASX from the close of trading.

The Scheme Record Date is 7:00pm (AEST) on 19 April 2024. Damstra Shareholders who hold Damstra shares at this time will be entitled to receive the Scheme Consideration.

Damstra Shareholders will be paid the Scheme Consideration to which they are entitled on 26 April 2024, being the Scheme Implementation Date.

These dates are subject to the satisfaction of the Scheme's outstanding conditions. Any changes to these dates will be announced to the ASX.

If the outstanding conditions precedent are not satisfied or waived, or the Scheme is not approved, the Scheme will not proceed, and Damstra will continue as a standalone entity listed on the ASX.

#### **SLIDE #11 – FORMAL BUSINESS**

I will now turn to the formal business of today's Scheme Meeting and address any questions from Damstra Shareholders following the process for asking questions that was outlined earlier.

#### **SLIDE #12 – SCHEME RESOLUTION & VOTING THRESHOLD**

The only item of business for today is for Damstra Shareholders to consider and, if thought fit, to pass the following Scheme Resolution in accordance with section 411(4)(a)(ii) of the Corporations Act:

"That pursuant to, and in accordance with, section 411 of the Corporations Act 2001 (Cth), the proposed arrangement between Damstra Holdings Limited and the holders of its fully paid ordinary shares, designated as the Scheme, the terms of which are contained in and more particularly described in the Scheme Booklet is approved (with or without alterations and/or conditions as approved by the Supreme Court of New South Wales and agreed to by Damstra and Ideagen)."

I note in accordance with section 411(4)(a)(ii) of the Corporations Act, for the Scheme to proceed, the Scheme Resolution must be approved by the Requisite Majorities, being:

- at least 75% of the total number of votes cast on the Scheme Resolution by the Shareholders present and voting at the Scheme Meeting (virtually or by proxy, corporate representative, or attorney); and
- a majority in number (that is, more than 50%) of the Shareholders present and voting at the Scheme Meeting (virtually or by proxy, corporate representative or attorney).







### **SLIDE #13 – Q&A**

We will now take questions in relation to the Scheme and the Scheme Resolution. A reminder that this is a shareholder meeting, so only Damstra Shareholders and appointed proxies are entitled to ask questions.

Our Company Secretary has advised that no questions have been submitted prior to the meeting. We will now read out the questions that have been submitted during the meeting. I will either answer the questions or will pass those questions onto the most appropriate person from Damstra to answer, if you have any questions, please submit them now if you have not already done so.

#### **[conduct Q&A session]**

I can see we have no (further) questions.

Thank you for your questions.

### **SLIDE #14 – PROXY RESULTS**

We will now proceed to the vote.

I will cast all proxies I hold in respect of the Scheme Resolution in accordance with the terms of my appointment, including all undirected proxies that I hold, in favour of the resolution.

The details of the proxy results on the Scheme Resolution are outlined on this slide.

I now formally put the Scheme Resolution to the meeting and ask Damstra Shareholders and other eligible participants to cast their vote if they have not already done so.

I advise all shareholders that the polls on the Scheme Resolution will close shortly. I will pause to allow you to confirm your votes have been properly submitted.

### **SLIDE #15 and #16– THANK YOU**

Before we close the Scheme Meeting, I would like to thank you all for your attendance.

The results of the poll for the resolution will be released to the ASX as soon as practicable after the meeting.

Thank you for your participation this morning. I now declare the Scheme Meeting of Damstra Holdings Limited CLOSED.





# Damstra Holdings Limited

General Scheme Meeting

10 April 2024

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# Agenda

- Procedural Matters
- Chairman's Address
- Formal Business
- Q&A



## Online Attendees | Asking questions online

- The Question function is available via the **Q&A icon**.
- To send in a question, simply click on the Q&A icon. This will open a new screen.
- At the bottom of that screen there is a section for you to **type your question**.
- To ensure we can identify you as being a shareholder, please include your **holding number** when submitting a question.
- If you would like to ask your question verbally, please type the **resolution number and 'I'd like to speak'**.
- Once you have finished typing, please hit enter on your keyboard to send the question.



## Online Attendees | How to vote?

- Open your internet browser and go to **<https://investor.automic.com.au/>**
- Login with your username and password or click "**Register**" if you haven't already created an account.
- After logging in, a banner will be displayed at the bottom of your screen once the meeting is open for registration, click on "**Register**" when this appears.
- Click on "**Register**" on the next screen and follow the steps.
- Click on the URL to join the webcast where you can view and listen to the virtual meeting.
- Once the Chair has declared the **poll open for voting** click on "**Refresh**" to be taken to the voting screen.
- Select your **voting direction** and click "**confirm**" to submit your vote. **Note that you cannot amend your vote after it has been submitted.**





# Agenda

- Procedural Matters
- **Chairman's Address**
- Formal Business
- Q&A



## Overview of the Scheme

- The Scheme provides for **the acquisition of 100% of the issued shares in Damstra Holdings Limited ("Damstra")** by Ideagen (Australia) Cerium BidCo Pty Limited, a subsidiary of Ideagen Limited ("**Ideagen**").
- If the Scheme is approved and implemented, Damstra shareholders will be entitled to receive **\$0.24 in cash per Damstra share** held on the Scheme Record Date.
- The Scheme is subject to the satisfaction of a number of conditions, including Damstra Shareholder and Court approval.

# Directors' Unanimous Recommendation

Your Directors unanimously recommend that you should **vote in favour** of the Scheme. Damstra Directors have voted all Damstra shares held or controlled by them in favour of the Scheme.

## Reasons why you may vote **FOR** the Scheme

- ☑ The Scheme Consideration of \$0.24 per Damstra Share represents a **significant premium** to recent trading prices of Damstra Shares.
- ☑ The all-cash Scheme Consideration provides Damstra Shareholders with **certainty and immediate value** for their Damstra Shares.
- ☑ The Independent Expert has concluded that the Scheme is **fair and reasonable and in the best interests** of Damstra Shareholders, in the absence of a Superior Proposal.
- ☑ **No Superior Proposal** has emerged as at the date of this Scheme Meeting.
- ☑ If the Scheme does not proceed, Damstra Shareholders will continue to be **exposed to risks** associated with Damstra's business.
- ☑ **No brokerage or stamp duty** will be payable by you on the transfer of your Damstra shares if the Scheme proceeds.

## Reasons why you may vote **AGAINST** the Scheme

- ? You may **disagree with the Damstra Directors and the opinion of the Independent Expert** and consider that the Scheme is not in your best interests.
- ? You may prefer to participate in the future financial performance of Damstra as a **standalone, ASX-listed company**.
- ? You may wish to **retain your current investment profile**.
- ? The **tax consequences** of the Scheme may not suit your current financial position.
- ? You may believe that there is the **potential for a Superior Proposal** to be made in the foreseeable future.



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## Independent Expert's Conclusion



The Independent Expert, Grant Thornton Corporate Finance, has concluded that the Scheme is **fair and reasonable** and **in the best interests** of Damstra Shareholders, in the absence of a Superior Proposal.



The Independent Expert has concluded that the all-cash Scheme Consideration of \$0.24 per Damstra Share is **within its assessed valuation range of \$0.20 and \$0.28** per Damstra Share.



A complete copy of the Independent Expert's Report is included as **Attachment A in the Scheme Booklet**.

Damstra Shareholders should carefully review the Independent Expert's Report in its entirety.



## Status of Conditions

### Shareholder Approval

- The Scheme remains subject to Damstra Shareholders passing the Scheme Resolution during today's Scheme Meeting by the requisite majorities.

### Court Approval

- The Scheme remains subject to the Supreme Court of NSW approving the Scheme at the Second Court Hearing, in accordance with the Corporations Act.
- The Second Court Hearing is scheduled to be held on Tuesday, 16 April 2024.

### Regulatory Approval

- The condition requiring approval of the Scheme by the Foreign Investment Review Board has been satisfied.

### Other Customary Conditions

- The Scheme is subject to a number of other customary conditions that must be satisfied (or waived) for the Scheme to be implemented.

### Conditions Likely to be Satisfied

- Damstra Directors are not currently aware of any circumstances which would prevent any of the outstanding conditions from being satisfied or waived prior to the Second Court Hearing.



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# Indicative Implementation Timetable

| Time and Date <sup>1</sup> (Sydney Time)       | Event  |
|--|--|
| <b>9:15am</b><br><b>Tuesday, 16 April 2024</b> | <b>Second Court Hearing</b><br>For the approval of the Scheme.   |
| <b>Tuesday, 16 April 2024</b>                  | <b>Effective Date</b><br>If the Court approves the Scheme, it will become Effective and will be binding on Damstra Shareholders.<br>On this day, Damstra shares will be suspended from trading at the close of trading on the ASX. |
| <b>7:00pm</b><br><b>Friday, 19 April 2024</b>  | <b>Scheme Record Date</b><br>All Damstra Shareholders who hold Damstra shares on this date will be entitled to receive the Scheme Consideration for their Damstra shares.  |
| <b>Friday, 26 April 2024</b>                   | <b>Implementation Date</b><br>The Scheme will be implemented, and Damstra Shareholders will be paid the Scheme Consideration to which they are entitled on this date.  |



1. All dates and times after the date of the Scheme Meeting are indicative only and are subject to the Court approval process and the satisfaction or, where applicable, waiver of the Conditions Precedent to the implementation of the Scheme. All dates and times, unless otherwise indicated, refer to the date and time in Sydney, Australia. Any changes to the above timetable will be announced to ASX and notified on Damstra's website at [www.damstratechnology.com](http://www.damstratechnology.com).



# Agenda

- Procedural Matters
- Chairman's Address
- **Formal Business**
- Q&A



# Scheme Resolution and Voting Threshold

## The Scheme Resolution

"That pursuant to, and in accordance with, section 411 of the Corporations Act 2001 (Cth), the proposed arrangement between Damstra Holdings Limited (**Damstra**) and the holders of its fully paid ordinary shares, designated as the Scheme, the terms of which are contained in and more particularly described in the Scheme Booklet is approved (with or without alterations and/or conditions as approved by the Supreme Court of New South Wales and agreed to by Damstra and Ideagen)."

## Voting Threshold

For the Scheme to proceed, the Scheme Resolution must be **approved by the Requisite Majorities**, being:

- At least **75% of the total number of votes cast** on the Scheme Resolution by the Shareholders present and voting at the Scheme Meeting (virtually or by proxy, corporate representative, or attorney); and
- A **majority in number (more than 50%) of the Shareholders present and voting** at the Scheme Meeting (virtually or by proxy, corporate representative or attorney).



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# Agenda

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- Chairman's Address
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## Proxy Results

Valid proxy instructions received by Damstra as at proxy close were directed as follows:

|  | Number of Proxy<br>Votes Cast | % of Proxy Votes<br>Cast | Number of<br>Shareholders | % of Shareholders |
|--|-------------------------------|--------------------------|---------------------------|-------------------|
| <b>For</b>   | 142,289,894                   | 98.36%                   | 306                       | 75.37%            |
| <b>Open<sup>1</sup></b>                                | 194,460                       | 0.13%                    | 22                        | 5.42%             |
| <b>Against</b>   | 2,175,669                     | 1.50%                    | 80                        | 19.70%            |
| <b>Total</b>   | <b>144,660,023</b>            | <b>100.00%</b>           | <b>406</b>                | <b>100.00%</b>    |
| <b>Abstain<sup>2</sup></b>                             | 13,825                        | –                        | 3                         | –                 |
| <b>Requisite Majorities for<br/>Resolution to Pass</b> | <b>At least 75%</b>           |                          | <b>More than 50%</b>      |                   |

Please note that the above table only shows the numbers and percentages of Damstra Shareholders who appointed a proxy and votes covered by proxies lodged prior to this Scheme Meeting. Not all shareholders have lodged a proxy and shareholders retain the discretion to vote in person rather than by an appointed proxy. Certain validation procedures will also be run following the close of the poll. Accordingly, the results of this Scheme Meeting will not be known until after the meeting.

1. Open proxies in favour of the Chair will be voted in favour of the Scheme Resolution.
2. Votes relating to a Damstra Shareholder who abstains from voting will not be counted in determining the Requisite Majorities.





# Important Notice and Disclaimer

## Important information

The information in this presentation about Damstra Holdings Limited (Damstra) and its activities is current as at 10 April 2024. It is in summary form and does not purport to be complete.

## Forward-looking statements

The presentation may contain certain “forward-looking statements”. Forward-looking statements can generally be identified by the use of forward-looking words such as “may”, “will”, “would”, “could”, “expect”, “intend”, “plan”, “estimate”, “target”, “anticipate”, “believe”, “continue”, “objectives”, “outlook”, “guidance” or other similar words, and include statements regarding Damstra’s intent, belief, or current expectations with respect to Damstra’s business and operations, market conditions, results of operations and financial condition, capital adequacy and risk management. These forward-looking statements should not be relied upon as a representation or warranty, express or implied, as to future matters. Forward-looking statements do not constitute any guarantee or assurance of future results, outcomes or performance. Forward-looking statements have been based on current expectations about future events and initiatives and are, however, subject to risks, uncertainties, contingencies and assumptions that may be beyond the control and knowledge of Damstra (and its directors and management), and that could cause actual results, outcomes and performance to differ materially from expectations described in such prospective information. Damstra disclaims any obligation to update any forward-looking statements to reflect events or circumstances after the date of the presentation, subject to the disclosure requirements applicable to Damstra.

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