



**ASX and Media Release – 14 May 2019**

## **Gazal Shareholders vote in favour of Scheme**

Gazal Corporation Limited ("Gazal") is pleased to announce that at both the General Gazal Scheme Meeting and Key Management Scheme Meeting held today, shareholders approved by the requisite majorities the proposed scheme of arrangement announced to the ASX on 21 February 2019 ("Scheme").

### **Voting results**

The resolution to approve the scheme was passed at the General Gazal Scheme Meeting by:

- 99.86% of votes cast being favour of the resolution; and
- 98.83% of shareholders present and voting (in person, by proxy, attorney or body corporate representative) voting in favour of the resolution.

The resolution was passed at the Key Management Scheme Meeting by a unanimous vote.

Full copies of the poll reports are attached.

### **Timetable**

The Scheme remains subject to the approval of the Federal Court of Australia at the second court hearing currently scheduled for 10.15am (Sydney time) on 17 May 2019 in Sydney.

The key dates for implementation are as follows

<b>Event</b>	<b>Date</b>
Second Court Date	Friday, 17 May 2019
Effective Date (trading in Gazal shares expected to be suspended at close of trading)	Friday, 17 May 2019
Ex date for Permitted Dividend	Wednesday, 22 May 2019
Scheme Record Date (for determining entitlements to the Scheme Consideration)	Friday, 24 May 2019
Implementation Date (including payment of Scheme Consideration)	Friday, 31 May 2019

This timetable is indicative only and are subject, among other things, to the Court process. Any changes to the above timetable will be announced to the ASX.

### **Further Information**

For media queries, please contact Tim Allerton at City Public Relations on 0412 715 707.

For investor related queries, please contact the Gazal Shareholder Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

**Gazal Corporation Limited**  
**General Gazal Scheme Meeting**  
**Tuesday, 14 May 2019**  
**Voting Results**

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

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1. "That pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed to be entered into between Gazal Corporation Limited and the Scheme Shareholders, as more particularly described in the Scheme Booklet accompanying the notice convening this meeting, is agreed to (with or without any modifications or conditions ordered by the Court) and, subject to approval of the Scheme by the Court, the Gazal Board is authorised to implement the Scheme with any such modifications or conditions."	Special	10,423,477 81.99%	17,481 0.14%	2,272,843 17.88%	1,806	12,804,034 99.86%	17,481 0.14%	1,806	Carried
		<b>Number of Holders FOR</b>	<b>Number of Holders AGAINST</b>	<b>Number of Holders DISCRETIONARY</b>	<b>Number of Holders ABSTAIN</b>	<b>Number of Holders FOR</b>	<b>Number of Holders AGAINST</b>	<b>Number of Holders ABSTAIN</b>	
		205	3	40	2	253 98.83%	3 1.17%	2	

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

**Gazal Corporation Limited**  
**Key Management Scheme Meeting**  
**Tuesday, 14 May 2019**  
**Voting Results**

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

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain**	Carried / Not Carried
1. "That pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed to be entered into between Gazal Corporation Limited and the Scheme Shareholders, as more particularly described in the Scheme Booklet accompanying the notice convening this meeting, is agreed to (with or without any modifications or conditions ordered by the Court) and, subject to approval of the Scheme by the Court, the Gazal Board is authorised to implement the Scheme with any such modifications or conditions."	Special	17,823,701 100.00%	0 0.00%	0 0.00%	0	19,025,912 100.00%	0 0.00%	0	Carried
		<b>Number of Holders FOR</b>	<b>Number of Holders AGAINST</b>	<b>Number of Holders DISCRETIONARY</b>	<b>Number of Holders ABSTAIN</b>	<b>Number of Holders FOR</b>	<b>Number of Holders AGAINST</b>	<b>Number of Holders ABSTAIN**</b>	
		7	0	0	0	8 100.00%	0 0.00%	0	

\* FOR votes includes proxies received in relation to 769,158 shares held by Titan Sydney Pty Ltd and Cleocatra Pty Ltd being entities controlled by Mr Patrick Robinson

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