



ASX Announcement

Monday, 6 December 2021

CHAIRMAN'S ADDRESS AND PRESENTATION TO THE SCHEME MEETING

Intega Group Limited (ASX:ITG) (**Intega**) refers to:

- the proposed members' scheme of arrangement under which, if implemented, all of the ordinary shares on issue in Intega (**Intega Shares**) will be acquired by Kiwa Australia 2 Pty Ltd (ACN 654 686 549), a wholly-owned subsidiary of Kiwa N.V. (the **Scheme**); and
- the meeting of the holders of Intega Shares (**Intega Shareholders**) to consider and vote on the Scheme that will be held at 11:00am (Sydney time) / 10:00am (Brisbane time) today in accordance with the orders made by the Supreme Court of New South Wales on 2 November 2021 (**Scheme Meeting**).

In accordance with ASX Listing Rule 3.13.3, attached to this are the following documents:

- a copy of the address to be delivered at the Scheme Meeting by the Chairman of the Scheme Meeting; and
- the accompanying presentation slides.

Intega Shareholders (and duly appointed proxies, attorneys or corporate representatives of Intega Shareholders) can participate in the Scheme Meeting (which will be held virtually) through the online platform by using a web browser at <https://web.lumiagm.com/391330491> (meeting ID 391-330-491) on their smartphone, tablet or computer (**Online Scheme Meeting Platform**) and will be able to listen to the Scheme Meeting and cast a vote and ask questions online through the Online Scheme Meeting Platform.

Intega will announce the results of the Scheme Meeting to the ASX shortly after the conclusion of the Scheme Meeting.

This announcement has been authorised by the Intega Board.

– ENDS –

Authorised Officer and for all media enquiries please contact:

Courtney Marsden, General Counsel & Company Secretary
t: +61 7 3518 2702 | m: 0421 382 119 | e: courtney.marsden@intega.net

For all investor enquiries please contact:

Matthew Courtney, Chief Executive Officer & Managing Director
t: +61 7 3518 2708 | m: 0416 191 342 | e: matthew.courtney@intega.net

About Intega

The Intega Group is a leading engineering services provider, with a focus on Asset and Infrastructure Integrity. Intega is listed on the Australian Securities Exchange (ASX:ITG). www.intega.net

About Kiwa

Kiwa is a Netherlands headquartered rapidly growing Testing, Inspection and Certification organization with approximately 5,500 employees in 35 countries.

Kiwa is an independent global company in Testing, Inspection and Certification (TIC). Kiwa's core businesses are supported and strengthened by (strictly separated) training, consultancy and data services. With its TIC and adjacent services, Kiwa creates trust in its customers' products, services, processes, (management) systems and employees.

It does so in a wide variety of market segments, ranging from drinking water and (renewable) energy, construction and healthcare to food, feed & farm and medical & pharma. Kiwa has clients in manufacturing and process industries, (business) services, public and private utilities, governments and international institutions.





CHAIRMAN'S SCRIPT FOR THE SCHEME MEETING

Welcome

Good morning ladies and gentlemen. My name is Neville Buch and I am the Chairman of Intega Group Limited.

Welcome and thank you for attending today's Scheme Meeting of Intega shareholders, at which Intega shareholders will vote on the proposed members' scheme of arrangement under which, if it is approved and implemented, all of the ordinary shares on issue in Intega Group Limited will be acquired by Kiwa Australia 2 Pty Ltd, a wholly-owned subsidiary of Kiwa N.V., as described in detail in the Scheme Booklet dated 3 November 2021 that was prepared by Intega and despatched to Intega shareholders before this Scheme Meeting – I will refer to this as the "Scheme" in the remainder of my address.

Having regard to the uncertainty of, and potential health risks associated with large gatherings during, the COVID-19 pandemic, this Scheme Meeting is being held virtually through the Online Scheme Meeting Platform described in the Scheme Booklet, so all Intega shareholders and duly appointed proxies, attorneys or corporate representatives of Intega shareholders are attending this Scheme Meeting remotely. The COVID-19 pandemic continues to affect communities here and internationally. I hope all of you attending this Scheme Meeting today are safe and well.

The Online Scheme Meeting Platform will include the ability for Intega shareholders and duly appointed proxies, attorneys or corporate representatives of Intega shareholders to view the Scheme Meeting and ask questions and to vote in real time, regardless of their location. I will provide an explanation of the processes and procedures for asking questions and voting shortly.

Quorum

As it is now 10:00am in Brisbane, Australia and the Company Secretary has informed me that a quorum is present, I declare the Scheme Meeting open.

Introduction – Board of Directors

I would like to introduce the other members of the Intega Board, who are present at the Scheme Meeting today through the Online Scheme Meeting Platform. They are:

- Matthew Courtney, Managing Director and Chief Executive Officer;
- Michael Alscher, non-executive director and Deputy Chairman of the Intega Board;
- Jeffrey Forbes, independent non-executive director; and
- Steven Sherman, independent non-executive director.

Also in attendance today is our Chief Financial Officer, Leigh Whitton, and our General Counsel and Company Secretary, Courtney Marsden.

Notice of Scheme Meeting

Notice of this Scheme Meeting was included as Attachment D to the Scheme Booklet, which was despatched to Intega shareholders on Friday, 5 November 2021. The Notice of Scheme Meeting was given in accordance with the orders made by the Supreme Court of New South Wales on Tuesday, 2 November 2021.

Unless there are any objections, I will take the Notice of Scheme Meeting as read.

Purpose of this Scheme Meeting and overview of the Scheme

The purpose of this Scheme Meeting is for Intega shareholders to consider and formally vote on the Scheme.

If the Scheme is approved by the requisite majorities of Intega shareholders today and is subsequently implemented, Intega shareholders will receive consideration under the Scheme of \$0.90 in cash for each Intega share held on the record date in respect of the Scheme.

A significant amount of information about the Scheme is set out in the Scheme Booklet that was prepared by Intega and despatched to Intega's shareholders on Friday, 5 November 2021.

Asking questions at this Scheme Meeting

The Notice of Scheme Meeting and Computershare's online meeting user guide provided Intega shareholders with information on



how to participate, ask questions and vote at this Scheme Meeting.

Questions can be submitted through the Online Scheme Meeting Platform at any time from now. To ask a question, tap or click on the messaging tab, type your question in the chat box and press the send arrow.

Intega shareholders wishing to ask questions verbally at the appropriate time will need to pause the broadcast on the virtual platform and then click on the link under 'Asking audio questions'. A new screen will open where you will be prompted to enter your name and the topic of your question before being connected. You will be able to listen to the Scheme Meeting on this page while waiting to ask your question. If you have any technical issues using the audio function, please return to the Online Scheme Meeting Platform and ask your question in writing through the messaging tab.

Please note that questions will be moderated to avoid repetition and if questions are particularly lengthy, we may need to summarise them in the interests of time.

Depending on the question asked, I will make a decision whether I will answer it or ask another member of the Intega Board to respond. I may take a question on notice, if necessary.

I encourage you to submit your question as soon as you can.

I will open this Scheme Meeting to questions before voting on the Scheme Resolution closes.

Voting procedures

The only item of business at this Scheme Meeting is the Scheme Resolution. As described in the Scheme Booklet and the Notice of Scheme Meeting, voting on the Scheme Resolution will be conducted by way of a poll.

The Supreme Court of New South Wales has ordered that, for the purposes of determining the eligibility and entitlement to vote at this Scheme Meeting, Intega shares will be taken to be held by the persons who were registered Intega shareholders as at 10:00am (Brisbane time) / 11:00am (Sydney time) on Saturday, 4 December 2021. Eligible Intega shareholders and duly appointed proxies, attorneys and corporate representatives of eligible Intega shareholders are entitled to vote on the Scheme Resolution.

Voting is now open, so you can vote at any time from now until I close voting – I will provide a warning before I do so.

If you are eligible to vote at this Scheme Meeting, a voting icon will appear on screen and the Scheme Resolution will be displayed.

To vote, select one of the voting options. Your selection will be highlighted.

To change your vote, simply select a different option to override your previous voting selection. Votes may be changed up to the time I declare the poll closed.

Jessie Yerma from Intega's share registry, Computershare, will act as returning officer for the purposes of conducting and determining the results of the poll.

Reasons for the Intega Directors' recommendation in respect of the Scheme

As set out in the Scheme Booklet, the Intega Directors unanimously recommend that Intega shareholders vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Intega Shareholders. Subject to the same qualifications, each Intega Director who holds Intega shares intends to vote, or cause to be voted, all Intega shares that he holds or controls in favour of the Scheme Resolution.

The Scheme Booklet sets out the detailed reasons for the Intega Directors' recommendation. In summary, the key reasons for the Intega Directors' recommendation are:

- the Intega Board considered the outcome of the Strategic Review that Intega announced to the ASX on 9 June 2021 and described in the Scheme Booklet and alternative options for Intega's business to deliver value to Intega shareholders, including continuing to deliver on growth opportunities as a stand-alone, ASX-listed company. Following consideration of these matters, the Intega Board unanimously concluded that:
 - the Scheme is the most attractive option for Intega shareholders, and the Intega Directors consider that the Scheme Consideration recognises the value and future growth potential of Intega; and
 - having regard to all relevant factors, on balance, the Intega Board considers that the certainty of 100% cash Scheme Consideration and the value inherent in the Scheme will deliver greater benefits to Intega shareholders than any other alternatives currently available for Intega, including continuing to operate under the status quo as a stand-alone, ASX-listed entity;
- the Independent Expert appointed by Intega, Lonergan Edwards, concluded that the Scheme is fair and reasonable and in the best interests of Intega shareholders, in the absence of a superior proposal;

- the Scheme has support from Intega's major shareholder group, Crescent Capital Partners. As stated in the Scheme Booklet, the Crescent Capital Partners Shareholders together hold 52.10% of the Intega shares on issue and have notified the Intega Board in writing that they intend to vote all Intega shares held by them in favour of the Scheme, in the absence of a superior proposal;
- the Scheme Consideration of \$0.90 per Intega share represents a significant premium to recent trading prices of Intega shares;
- the Scheme Consideration of \$0.90 per Intega share exceeds the highest closing trading price of Intega shares since Intega's ASX listing in October 2019 as part of its demerger from Cardno;
- the all-cash Scheme Consideration delivers Intega shareholders with certainty and immediate value for their Intega shares;
- the entry by Intega and Kiwa into the Scheme Implementation Deed (which Intega announced to the ASX on 4 October 2021) is the result of a comprehensive competitive process undertaken as part of the Strategic Review (as described in detail in the Scheme Booklet) and, since announcement of the entry by Intega and Kiwa into the Scheme Implementation Deed, no Superior Proposal has been received by the Intega Board (or has otherwise emerged);
- if the Scheme does not proceed, and no comparable proposal to the Scheme or superior proposal is received by the Intega Board (or otherwise emerges), the Intega share price may fall or trade at a price below the Scheme Consideration, at least in the immediate near-term; and
- no brokerage or stamp duty will be payable by Intega shareholders on the transfer of Intega shares under the Scheme.

Of course, there are reasons why Intega shareholders might consider voting against the Scheme, and these are set out in the Scheme Booklet. In summary, they include:

- they may disagree with the Intega Directors' unanimous recommendation and the Independent Expert's conclusion and believe that the Scheme is not in their best interests;
- they may prefer to retain their Intega shares and have the opportunity to participate in the future financial performance of Intega as a standalone, ASX-listed company;
- they may wish to maintain an investment in a publicly listed company with the specific characteristics of Intega in terms of industry, operations, profile, size and capital structure;
- the tax consequences of the Scheme may not suit their current financial position; and
- they may believe that there is potential for a Superior Proposal to be made in the foreseeable future.

Status of conditions precedent to the Scheme becoming effective

As stated in the Scheme Booklet, implementation of the Scheme is subject to a number of conditions precedent. The conditions precedent that remain outstanding at this time are:

- the approval of the Scheme by the requisite majorities of Intega shareholders, which is why we are holding the Scheme Meeting today;
- no prescribed occurrence (as set out in the Scheme Implementation Deed) occurs before the hearing at which the Supreme Court of New South Wales hears Intega's application for approval of the Scheme;
- no legal restraint or prohibition that delays or prevents the implementation of the Scheme is in effect at the time of the hearing at which the Supreme Court of New South Wales hears Intega's application for approval of the Scheme; and
- the approval of the Scheme by the Supreme Court of New South Wales, which will be sought following this Scheme Meeting if Intega shareholders approve the Scheme by the requisite majorities.

Indicative timetable for implementation of the Scheme

If the Scheme is approved by the requisite majorities of Intega shareholders at today's Scheme Meeting, the expected next key dates in the Scheme timetable are:

- a) on Thursday, 9 December 2021, Intega will apply to the Supreme Court of New South Wales for orders approving the Scheme. If the Court makes those orders:
 - i. Intega proposes to lodge an office copy of the orders of the Court with the Australian Securities and Investments Commission on Friday, 10 December 2021, at which time the Scheme will become legally effective under the Corporations Act; and

- ii. Intega will apply for the official quotation of (and trading in) Intega shares on the ASX to be suspended from close of trading on Friday, 10 December 2021;
- b) the record date in respect of the Scheme is expected to be 7:00pm (Sydney time) / 6:00pm (Brisbane time) on Tuesday, 14 December 2021. All Intega shareholders will be entitled to receive the Scheme Consideration of \$0.90 for each Intega share held on the record date in respect of the Scheme. If an Intega shareholder sells their Intega shares before the record date in respect of the Scheme, they will not be entitled to receive the Scheme Consideration; and
- c) the Scheme is expected to be implemented on Friday, 17 December, which is when the Scheme Consideration is expected to be sent to Intega shareholders who held Intega shares on the record date in respect of the Scheme.

I note that these dates are indicative only and are subject to change, including as a result of the Court approval process.

Scheme Resolution

We will now move to the formal business of this Scheme Meeting. As I note earlier, the only item of business is the Scheme Resolution.

The Scheme Resolution, as set out in the Notice of Scheme Meeting, is the following resolution in accordance with section 411 of the Corporations Act:

"That pursuant to, and in accordance with, section 411 of the Corporations Act, the Scheme, the terms of which are contained in and more particularly described in the Scheme Booklet (of which this Notice of Scheme Meeting forms part) is approved (with or without alterations and/or conditions as approved by the Court and agreed to by Intega and Kiwa)."

In accordance with the Corporations Act, the Scheme Resolution must be approved by:

- a majority in number (being more than 50%) of Intega shareholders present and voting (either in person, by proxy or attorney or, in the case of a corporate holder, by duly appointed corporate representative) at this Scheme Meeting; and
- at least 75% of the votes cast by Intega shareholders on the Scheme Resolution.

As described in the Scheme Booklet and the Notice of Scheme Meeting, voting on the Scheme Resolution will be conducted by way of a poll.

As stated in the Scheme Booklet, in my capacity as Chairman of this Scheme Meeting, I intend to vote all undirected and other available proxies in favour of the Scheme Resolution.

Valid proxies received

The valid proxies received in respect of the Scheme Resolution are now displayed on screen and are as follows:

- 326,372,464 votes in favour of the Scheme Resolution from 393 Intega shareholders;
- 300,418 undirected votes on the Scheme Resolution from 23 Intega shareholders – I was appointed as the relevant Intega shareholder's proxy in respect of 298,418 of these votes and, as stated in the Scheme Booklet, I will vote these in favour of the Scheme Resolution; and
- 738,591 votes against the Scheme Resolution from 28 Intega shareholders.

2 Intega shareholders (representing 21,756 votes) who submitted valid proxies abstained from voting on the Scheme Resolution, and are accordingly not counted when determining whether the Scheme Resolution has been approved by the requisite majorities of Intega shareholders, as I described earlier.

Questions

I would like to take this opportunity to answer questions from Intega shareholders and duly appointed proxies, attorneys and corporate representatives of Intega shareholders regarding the Scheme or the Scheme Resolution.

Company Secretary, have any questions been submitted in writing, or is there anyone who is waiting to ask a question, through the Online Scheme Meeting Platform?

Scheme Resolution put to the Scheme Meeting

I now ask Intega shareholders and duly appointed proxies, attorneys and corporate representatives of Intega shareholders to cast their vote on the Scheme Resolution if they have not already done so, as voting will be closing shortly.

I will give Intega shareholders a few more moments to vote on the Scheme Resolution, before formally closing the poll.

I now declare the poll on the Scheme Resolution closed.

Intega will announce the results of the poll on the Scheme Resolution to the ASX through the Market Announcements Platform after the Scheme Meeting closes. A copy of this announcement will also be made available on Intega's website.

Closure of Scheme Meeting

That concludes the formal proceedings and official business of the Scheme Meeting and I now declare the Scheme Meeting closed.

Thank you for your attendance today.



Neville Buch Chairman

SCHEME MEETING

6 DECEMBER 2021



BOARD OF DIRECTORS



Neville Buch
Non-Executive Chairman



Matt Courtney
Managing Director & CEO



Michael Alscher
Non-Executive Director



Jeff Forbes
Independent Non-Executive Director



Steven Sherman
Non-Executive Director




NOTICE OF SCHEME MEETING



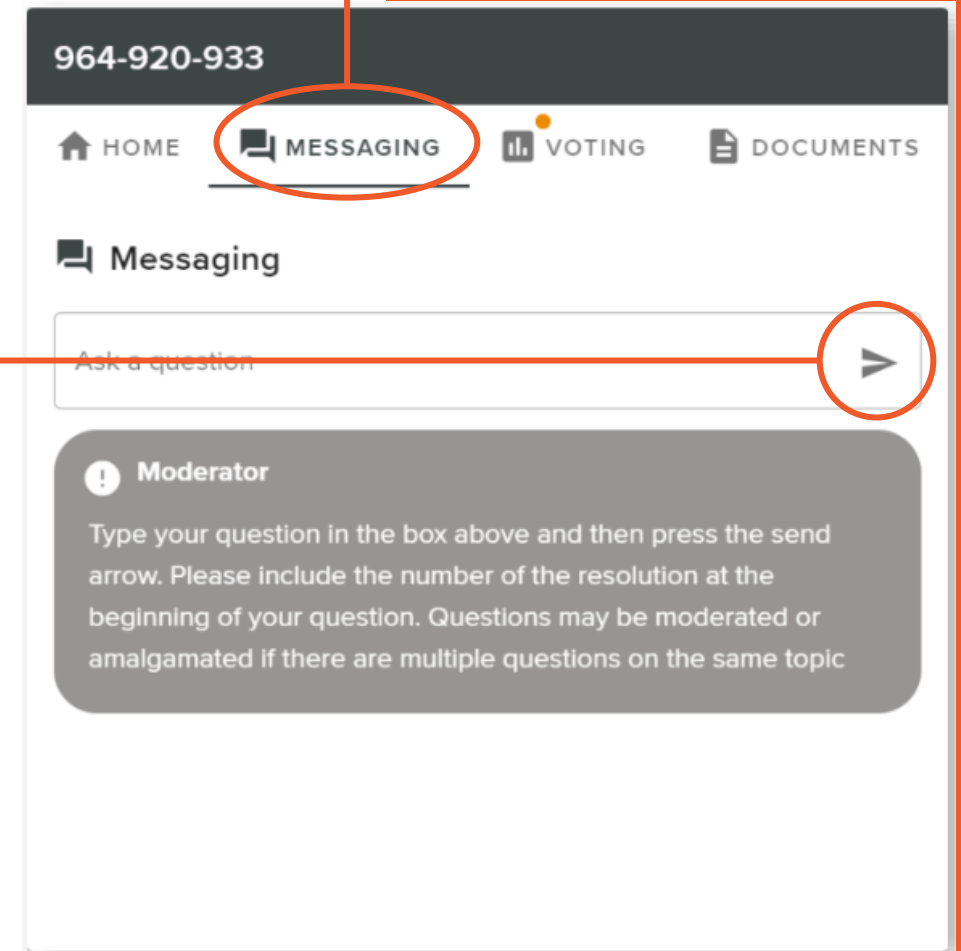
PURPOSE OF SCHEME MEETING

ASKING QUESTIONS:

- Select the MESSAGING tab to submit a question.
- Type your question in the box provided and press the send arrow. 

Asking audio questions

Shareholders wishing to ask questions verbally, will need to pause the broadcast and click on the link under 'Asking audio questions'. A new screen will open where you will be prompted to enter your name and the topic of your question before being connected.

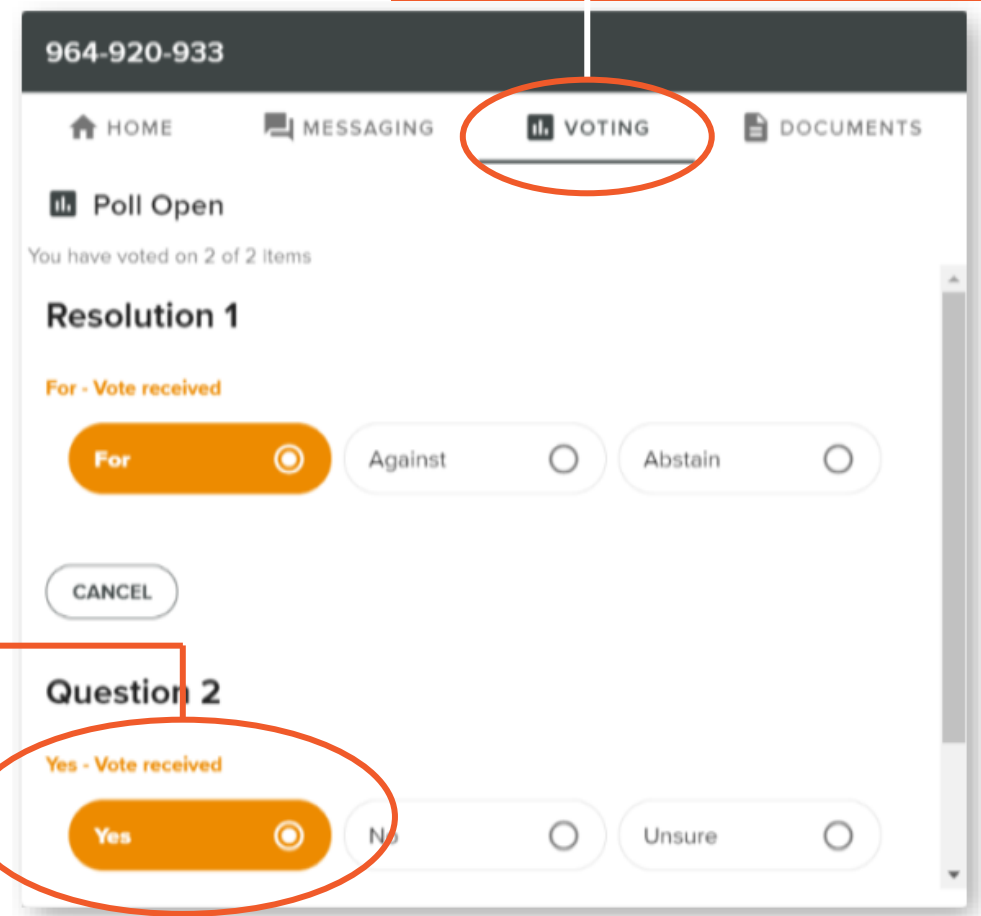


VOTING:

- TO VOTE: select the VOTING tab.
- TO CAST YOUR VOTE: tap one of the voting options. Your response will be highlighted.
- TO CHANGE YOUR VOTE: press a different option to override.

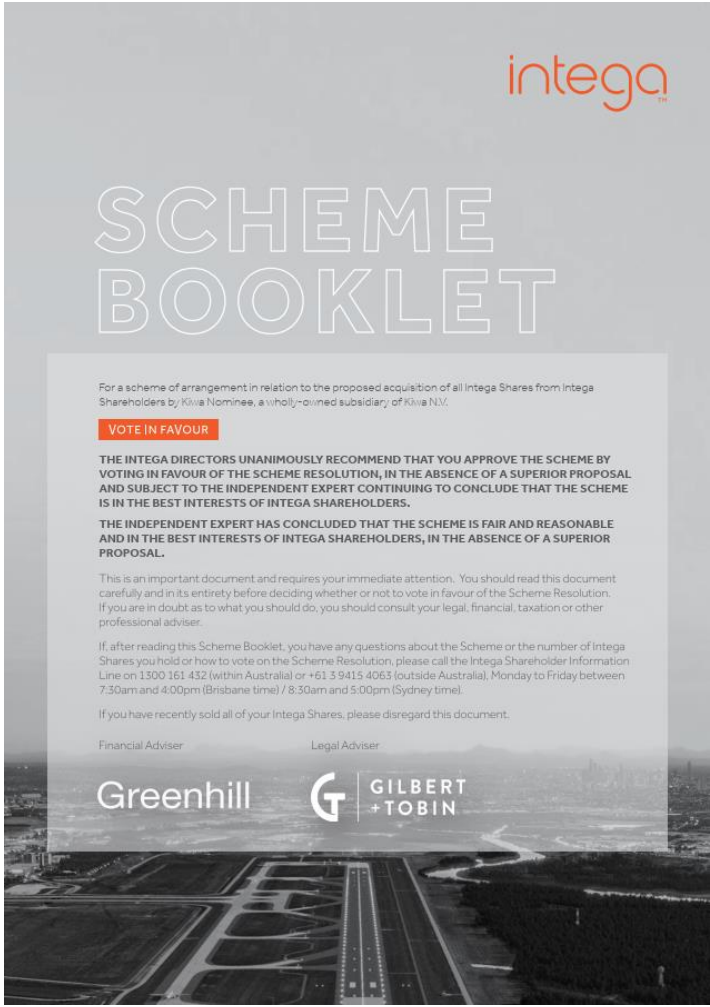
The number of items you have voted or yet to vote on, is displayed at the top of the screen.

Votes may be changed up to the time the Chairman closes the poll.



REFER SECTION 5, PAGE 29 OF THE SCHEME BOOKLET

DIRECTORS' RECOMMENDATION IN RESPECT OF THE SCHEME



STATUS OF CONDITIONS PRECEDENT

OUTSTANDING CONDITIONS PRECEDENT

- the approval of the Scheme by the requisite majorities of Intega shareholders; and
- no prescribed occurrence (as set out in the Scheme Implementation Deed);
- no legal restraint or prohibition that delays or prevents implementation of the Scheme in effect at second court hearing; and
- the approval of the Scheme by the Supreme Court of New South Wales.

INDICATIVE TIMETABLE FOR IMPLEMENTATION OF THE SCHEME

Event	Expected date
Second Court Hearing	Thursday, 9 December 2021
Effective Date	Friday, 10 December 2021
Suspension of trading on the ASX	Close of trading on Friday, 10 December 2021
Scheme Record Date	7:00pm (Sydney time) / 6:00pm (Brisbane time) on Tuesday, 14 December 2021
Scheme Implementation Date	Friday, 17 December 2021

** These dates are indicative only and are subject to change, including as a result of the Court approval process.*

SCHEME RESOLUTION

The Scheme Resolution, as set out in the Notice of Scheme Meeting, is the following resolution in accordance with section 411 of the Corporations Act:

“That pursuant to, and in accordance with, section 411 of the Corporations Act, the Scheme, the terms of which are contained in and more particularly described in the Scheme Booklet (of which this Notice of Scheme Meeting forms part) is approved (with or without alterations and/or conditions as approved by the Court and agreed to by Intega and Kiwa).”

In accordance with the Corporations Act, the Scheme Resolution must be approved by:

- a majority in number (being more than 50%) of Intega shareholders present and voting (either in person, by proxy or attorney or, in the case of a corporate holder, by duly appointed corporate representative) at this Scheme Meeting; and
- at least 75% of the votes cast by Intega shareholders on the Scheme Resolution.

PROXY RESULTS

Proxy vote direction	Number of proxy votes cast	Percentage of proxy votes cast	Number of Intega Shareholders voting by proxy	Percentage of Intega Shareholders voting by proxy
For	326,372,464	99.68%	393	88.51%
Open	300,418 ¹	0.09%	23	5.18%
Against	738,591	0.23%	28	6.31%
Total	327,411,473	100.00%	444	100.00%
Abstain ²	21,756	N/A	2	N/A
Requisite Majorities for Scheme Resolution to be passed	At least 75%		More than 50%	

¹ The Chairman of the Scheme Meeting was (or, if applicable, was taken to be) appointed as the relevant Intega Shareholder's proxy in respect of 298,418 of these 300,418 proxy votes. As stated in the Scheme Booklet, the Notice of Scheme Meeting and Scheme Meeting Proxy Form, the Chairman of the Scheme Meeting will vote these undirected proxies votes in favour of the Scheme Resolution.

² These proxy votes will not be counted in determining whether the Scheme Resolution has been passed by the Requisite Majorities.



QUESTIONS

If you have not yet voted or wish to change your vote, please do so now.

The poll is now closed.

Final results of the poll on the Scheme Resolution will be announced through the ASX platform after the Scheme Meeting.

That concludes the formal proceedings and official business of the Scheme Meeting and I now declare the Scheme Meeting closed.

Intega Group Limited
Level 1/17 Byres St,
Newstead, QLD, 4006
T +61 7 3518 2700
intega.net

THANK YOU

