

ALTIUM LIMITED

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Australia

Results of Scheme Meeting: Altium shareholders vote in favour of Scheme of Arrangement

Sydney, Australia – 12 July 2024 – Altium Limited (**ASX: ALU**) (“**Altium**”) announces that Altium shareholders voted today in favour of the proposed acquisition of Altium by Renesas Electronics NSW Pty Ltd, an indirect wholly owned subsidiary of Renesas Electronics Corporation (TSE: 6723) (“**Renesas**”) by way of a scheme of arrangement (“**Scheme**”).

Results of the Scheme Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA(2) of the Corporations Act 2001 (Cth), Altium advises that the resolution to approve the Scheme (“**Scheme Resolution**”), as set out in the Notice of Scheme Meeting included in the Scheme Booklet dated 5 June 2024, was passed by the requisite majorities of Altium shareholders at the Scheme Meeting held earlier today pursuant to orders made on 5 June 2024 by the Supreme Court of New South Wales (“**Court**”).

Altium Chairman Sam Weiss said: “Altium shareholders voted overwhelmingly in favour of the proposed acquisition of Altium by Renesas. Consistent with the recommendation of the Altium Board of Directors, our shareholders have acknowledged the value of the Renesas proposal and the underlying endorsement of our strategic direction. On behalf of the Board, I would like to acknowledge all Altium shareholders for their support of our Company over many years. It has been my great pleasure to get to know many of you in my time as Chair of Altium. The transaction would never have happened without the hard work, dedication and innovative spirit that our people bring to Altium every day. Your Board is grateful to every Altium employee in every corner of the Altium world for what you have accomplished and shall observe from afar what you shall achieve in the future in combination with Renesas.”

Scheme votes in summary:

- 99.81% of the votes cast by Altium shareholders were in favour of the Scheme Resolution; and
- 94.67% of Altium shareholders present and voting at the Scheme Meeting (either in person or by proxy) were in favour of the Scheme Resolution.

Details of the valid proxies received and votes cast are attached to this announcement.

Next Steps

The Scheme remains subject to the approval of the Court at the hearing scheduled for 9:15am (Sydney time) on 18 July 2024, and certain other conditions precedent described in the Scheme Booklet.

If the outstanding conditions precedent are satisfied or waived (if applicable) prior to the hearing, and the Court approves the Scheme, Altium proposes to lodge the orders of the Court with the Australian Securities and Investments Commission (which is expected to occur on 19 July 2024), at which time the Scheme will become legally effective.

Following this, it is expected that:

- Altium shares will be suspended from trading on the ASX from market close on 19 July 2024; and

- on 1 August 2024, the Scheme will be implemented and Altium shareholders who are on the share register at 7.00pm (AEDT) on 25 July 2024 (being the record date) will receive A\$68.50 for each Altium share held by them (“**Scheme Consideration**”).¹

The above timetable is indicative only and the stated times and dates are subject to change. Altium will announce any changes to the ASX.

This announcement has been authorised for release by the Board of Directors of Altium Limited.

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Announcement authorised by:

Sam Weiss
Chairman
Altium Limited

¹ The Scheme Consideration will be reduced by the amount of any approved dividend being any future special, ordinary, interim or final dividend that is declared or paid. However, it is expected that implementation of the Scheme will occur prior to any final dividend for the financial year ending 30 June 2024 being declared or paid. The Altium Board does not plan to declare or pay a special dividend in connection with the Scheme.

ENDS

About Altium

Altium ([ASX:ALU](#)) is a multinational software corporation headquartered in San Diego, California, that designs and develops electronics design systems for 3D PCB design and embedded system development. Altium products are found everywhere from world leading electronic design teams to the grassroots electronic design community.

With a unique range of technologies, Altium helps organizations and design communities to innovate, collaborate and create connected products while remaining on time and on budget. Products provided are ACTIVEBOM®, ActiveRoute®, Altium 365®, Altium Concord Pro™, Altium Designer®, Altium NEXUS®, Altium Vault®, Autotrax®, Camtastic®, Ciiva™, CIIVA SMARTPARTS®, CircuitMaker®, CircuitStudio®, Common Parts Library™, Draftsman®, DXP™, Easytrax®, EE Concierge®, NanoBoard®, NATIVE 3D™, OCTOMYZE®, Octopart®, P-CAD®, PCBWORKS®, PDN Analyzer™, Protel®, Situs®, SmartParts™, Upverter®, X2®, XSignals®.

Founded in 1985, Altium has offices worldwide, with US locations in San Diego, Boston, Dallas, New York City and New Jersey. European locations in Karlsruhe, Kiev, Cambridge, Munich, Markelo and Zug, and Asia Pacific locations in Shanghai, Beijing, Shenzhen, Tokyo and Sydney. For more information, visit www.altium.com. You can also follow and engage with Altium via [Facebook](#), [Twitter](#), [LinkedIn](#) and [YouTube](#).

Annexure A – Results of Scheme Meeting (ASX Report)

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 (where applicable)			Resolution Result Carried / Not Carried
	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	
<p>That, in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth):</p> <p>(a) the scheme of arrangement proposed between Altium and the holders of its ordinary shares, as contained in and more particularly described in the Scheme Booklet accompanying the notice of scheme meeting, is approved (with or without any alterations or conditions agreed to in writing between Altium and Renesas Bidco or any alterations or conditions required by the Court to which Altium and Renesas Bidco or Renesas agree); and</p> <p>(b) the directors of Altium are authorised, subject to the terms of the scheme implementation agreement to agree to such alterations or conditions as are thought fit by the Court and, subject to approval of the scheme by the Court, the board of directors of Altium is authorised to implement the Scheme with any such modifications or conditions.</p>	76,934,292 99.46%	150,729 0.20%	263,670 0.34%	75,497	79,287,707 99.81%	152,229 0.19%	75,497	Carried
					Number of shareholders voting on the poll (where applicable)			
					For	Against	Abstain#	
					2,023 94.67%	114 5.33%	23	

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

A person who abstains from voting is not counted in calculating the required majority on the poll.