



**TASSAL GROUP**  
*a better tomorrow*

 TASSAL GROUP LIMITED  
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**3 November 2022**

The Manager, Listings  
ASX Market Announcements  
Australian Securities Exchange  
Level 4, Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

**Via e-lodgement**

**RESULTS OF SCHEME MEETING – TASSAL SHAREHOLDERS VOTE IN FAVOUR OF SCHEME OF ARRANGEMENT**

Tassal Group Limited (ASX: TGR) (“Tassal”) announces that Tassal Shareholders (other than certain excluded Tassal Shareholders (“Excluded Shareholders”)) have today voted in favour of the proposed acquisition of Tassal by Aquaculture Australia Company Pty Ltd, a wholly owned subsidiary of Cooke Inc., by way of scheme of arrangement (“Scheme”).

**Results of the Scheme Meeting**

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), Tassal 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 30 September 2022 (“Scheme Booklet”), was passed by the requisite majorities of Tassal Shareholders (excluding Excluded Shareholders) at the Scheme Meeting held earlier today pursuant to orders made on 30 September 2022 by the Supreme Court of New South Wales (“Court”).

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In summary:

- 96.56% of the votes cast by Tassal Shareholders (excluding Excluded Shareholders) were in favour of the Scheme Resolution; and
- 84.92% of Tassal Shareholders (excluding Excluded 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 (AEDT) on Tuesday, 8 November 2022, and certain other conditions precedent as previously announced and 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, Tassal proposes to lodge an office copy of the orders of the Court with the Australian Securities and Investments Commission (which is expected to occur on Wednesday, 9 November 2022), at which time the Scheme will become legally effective. It is then expected that:

- Tassal shares will be suspended from trading on the ASX from the close of trading on Wednesday, 9 November 2022; and
- on Monday 21 November 2022, the Scheme will be implemented and the cash consideration of \$5.23 per Tassal share will be paid to Tassal Shareholders (other than certain excluded Tassal Shareholders) in respect of all Tassal shares held on the Scheme Record Date which is expected to be 7:00pm (AEDT) on Monday, 14 November 2022.

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

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*Approved for release to ASX by the Board of Tassal Group Limited.*

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**Tassal Group Limited  
Scheme Meeting  
Thursday, 3 November 2022  
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**			Scheme Resolution Result
Scheme Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1. That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Tassal Group Limited and the holders of its fully paid ordinary shares (other than certain excluded shareholders), as contained in and more particularly described in the scheme booklet of which the notice convening this meeting forms part, is agreed to, with or without alterations or conditions as approved by the Supreme Court of New South Wales to which Tassal Group Limited and Cooke Inc. agree.	105,158,757 94.81%	3,780,556 3.41%	1,969,185 1.78%	29,553	107,322,784 96.56%	3,823,365 3.44%	29,553	Carried
					Number of shareholders voting on the poll***			
					For	Against	Abstain*	
					2,235 84.92%	397 15.08%	16	

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

\*\* Aquaculture Australia Company Pty Ltd (a wholly-owned subsidiary of Cooke Inc.) is an excluded shareholder and was not entitled to vote on the Scheme Resolution.

\*\*\*The total number of shareholders who voted both 'FOR' and 'AGAINST' the resolution and not included in the above "Number of shareholders voting on the poll" section = 2.