

18 September 2023

RESULTS OF SCHEME MEETINGS

Melbourne, Australia – Tesseract Limited (ASX: TNT) (**Tesseract** or the **Company**) is pleased to announce that at the Share Scheme Meeting held earlier today, Tesseract shareholders voted in favour of the scheme of arrangement between Tesseract and its shareholders under which Thales Australia Holdings Pty Ltd proposes to acquire 100% of the shares on issue in Tesseract for \$0.13 per share in cash (**Share Scheme**), as referred to in the Scheme Booklet released by the Company to ASX on 15 August 2023 (**Scheme Booklet**).

In addition, holders of certain of Tesseract options and warrants (**Tesseract Options**) voted in favour of the separate and concurrent scheme of arrangement under which the Tesseract Options would be cancelled for cash consideration in accordance with an agreed valuation methodology (as set out in Section 9.3(b) of the Scheme Booklet) (**Option Scheme**).

Defined terms in this announcement have the meanings given to them in the Scheme Booklet.

Voting results for the Scheme Meetings

For the purpose of ASX listing Rule 3.13.2 and subsections 251AA(1) and (2) of the *Corporations Act 2001* (Cth):

- the Share Scheme Resolution was passed by the requisite majorities of Tesseract shareholders, with:
 - 67.89% of Tesseract shareholders present and voting (either in person or by proxy, attorney or corporate representative) in favour of the resolution; and
 - 95.05% of votes cast in favour of the resolution by Tesseract shareholders present and voting (either in person or by proxy, attorney or corporate representative) at the Share Scheme Meeting; and
- the Option Scheme Resolution was passed by the requisite majorities of Tesseract Optionholders, with:
 - 100% of Tesseract Optionholders present and voting (either in person or by proxy, attorney or corporate representative) in favour of the resolution; and
 - 100% of the total number of debts and claims of all Tesseract Optionholders present and voting (either in person or by proxy, attorney or corporate representative) at the Option Scheme Meeting.

The poll report for the Scheme Meetings submitted by the Returning Officer appointed by Tesseract is attached to this announcement.

Second Court Hearing

The Federal Court of Australia will hear an application by Tesseract for approval of the Share Scheme and Option Scheme (together, the **Schemes**) at 10.15am (Melbourne time) on Friday, 22 September 2023 (**Second Court Hearing**) at the Law Courts Building, 184 Phillip Street, Queens Square, Sydney NSW 2000.



Remaining Dates (subject to Court approval of the Schemes)

| Time (Melbourne) and date | Event |
|--|--|
| 10.15am on Friday, 22 September 2023 | Second Court Hearing to obtain orders approving the Schemes |
| Monday, 25 September 2023 | Lodgement by Tesseract with ASIC of the Court orders approving the Schemes |
| 4.00pm on Monday, 25 September 2023 | Suspension of trading in Tesseract shares on ASX |
| 7.00pm on Wednesday, 27 September 2023 | Time and date for determining entitlements to Share Scheme Consideration and Option Scheme Consideration |
| Wednesday, 4 October 2023 | Implementation Date |

This announcement is authorised for release by the Board of Directors of Tesseract.

- ENDS -

For further information please contact:

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**Tesseract Limited
Share Scheme Meeting
Monday, 18 September 2023
Voting Results**

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 | | | Resolution Result |
|--|--|---------------------|-----------------------|-----------|---|---------------------|-----------|--------------------------|
| Resolution | For | Against | Proxy's Discretion | Abstain | For | Against | Abstain* | Carried / Not Carried |
| <p>Resolution 1 That under and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the members agree to the arrangement proposed between Tesseract and the holders of its fully paid ordinary shares, designated the Share Scheme, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting (with or without any alterations or conditions agreed or any alterations or conditions required by the Court) and the Board of Directors of Tesseract is authorised to implement the Share Scheme with any such alterations or conditions.</p> | 542,059,801 78.81% | 33,398,492 4.85% | 112,419,307 16.34% | 1,871,459 | 705,507,760 95.05% | 36,702,905 4.95% | 1,871,459 | Carried |
| | | | | | Number of shareholders voting on the poll | | | |
| | | | | | For | Against | Abstain* | |
| | | | | | 556 67.89% | 263 32.11% | 10 | |

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

Tesseract Limited
Option Scheme Meeting
Monday, 18 September 2023
Voting Results

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 | | | Resolution Result |
|--|--|-----------------|-----------------------|--------------|---|-----------------|--------------|--------------------------|
| Resolution | For | Against | Proxy's Discretion | Abstain | For | Against | Abstain* | Carried / Not Carried |
| Resolution 1 That under and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the creditors agree to the arrangement proposed between Tesseract and the holders of certain of the outstanding Tesseract options and warrants for the cancellation of Tesseract options and warrants, designated the Option Scheme, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting (with or without any alterations or conditions agreed or any alterations or conditions required by the Court) and the Board of Directors of Tesseract is authorised to implement the Option Scheme with any such alterations or conditions. | \$2,193,152.00 93.11% | \$0.00 0.00% | \$162,300.00 6.89% | \$649,200.00 | \$2,355,452.00 100.00% | \$0.00 0.00% | \$649,200.00 | Carried |
| | | | | | Number of shareholders voting on the poll | | | |
| | | | | | For | Against | Abstain* | |
| | | | | | 31 100.00% | 0 0.00% | 1 | |

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