

# Probiotec Limited

ABN 91 075 170 151

## ASX ANNOUNCEMENT

29 May 2024

## SCHEME MEETING RESULTS

**Probiotec Limited (ASX:PBP) ("Probiotec")** refers to the proposed acquisition by PYFA Australia Pty Ltd ("**Pyridam Sub**") (which is a wholly-owned subsidiary of Pyfa Health Singapore Pte Ltd, which is in turn owned 99.99% by PT Pyridam Farma TBK<sup>1</sup> ("**Pyridam**") of 100% of the issued shares in Probiotec ("**Probiotec Shares**") pursuant to a scheme of arrangement ("**Scheme**").

A copy of the scheme booklet in connection with the Scheme ("**Scheme Booklet**") was released to the ASX on 27 March 2024. A copy of the supplementary scheme booklet ("**Supplementary Scheme Booklet**") was released to the ASX on 10 May 2024.

Probiotec announces that today Probiotec shareholders have voted in favour of the Scheme.

## RESULTS OF THE SCHEME MEETING

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), Probiotec advises that the resolution to approve the Scheme ("**Scheme Resolution**"), as set out in the Notice of Meeting in Annexure D of the Scheme Booklet, was passed by the requisite majorities of Probiotec shareholders at the Scheme Meeting held earlier today pursuant to orders made on 26 March 2024 by the Federal Court of Australia ("**Court**").

In summary:

- 92.47% of Probiotec shareholders present and voting (in person or by proxy, attorney or corporate representative) voted in favour of the Scheme Resolution; and
- 98.40% of the votes cast by Probiotec shareholders were in favour of the Scheme Resolution.

Details of the valid proxies received and votes cast are set out in an attachment to this announcement.

## NEXT STEPS

The Scheme remains subject to the approval of the Court at the hearing scheduled for 10.15am (Melbourne time) on Wednesday, 5 June 2024, and certain other conditions precedent as previously announced and described in section 4.3 of the Scheme Booklet.

If the outstanding conditions precedent are satisfied or waived (if applicable) prior to the hearing, and the Court approves the Scheme, Probiotec proposes to lodge an office copy of the orders of the Court with the Australian Securities and Investments Commission ("**ASIC**") on the same day (Wednesday, 5 June 2024), at which time the Scheme will become effective. It is expected that Probiotec shares will be suspended from trading on the ASX from close of trading on Wednesday, 5 June 2024 and the Scheme will then be implemented on Tuesday, 18 June 2024. The key dates for implementation of the Scheme are set out below\*:

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<sup>1</sup> The remaining 0.01% is owned by Rejuve Global Investment Pte. Ltd, a majority shareholder of Pyridam which was incorporated in Singapore.

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Event	Time and Date
<b>Second Court Date</b> To seek Court orders approving the Scheme.	Wednesday, 5 June 2024 at 10:15am
<b>Effective Date</b> The date on which the Scheme becomes Effective and is binding on Probiotec Shareholders. Court orders lodged with ASIC and announcement to ASX. Last day of trading of Probiotec Shares – Probiotec Shares suspended from trading on ASX from close of trading.	Wednesday, 5 June 2024
<b>Scheme Record Date</b> Time and date for determining entitlements to the Scheme consideration of \$3.00 per Probiotec Share (" <b>Scheme Consideration</b> ").	Wednesday, 12 June 2024 at 7:00pm
<b>Implementation Date</b> The date on which the Scheme will be implemented and Scheme Consideration will be paid.	Tuesday, 18 June 2024

\* All times and dates in the above timetable are references to the time and date in Melbourne, Australia and all such times and dates are subject to change. Certain times and dates are conditional on the conditions precedent to the Scheme, including approval of the Scheme by the Court, being satisfied or waived (as applicable). Any changes will be announced by Probiotec to the ASX and notified on PBP's investor website at <https://probiotec.com.au/investor-centre/>.

**This announcement is authorised for release by the Independent Board Committee of Probiotec.**

**END**

## About Probiotec

Probiotec Limited is a manufacturer, packer and distributor of a range of prescription and over-the-counter (OTC) pharmaceuticals, complementary medicines, consumer health products, and fast-moving consumer goods. The company owns 6 manufacturing facilities in Australia and distributes its products both domestically and internationally. Products are manufactured by Probiotec on behalf of a range of clients, including major international pharmaceutical companies.

Further details about Probiotec are available at [www.probiotec.com.au](http://www.probiotec.com.au).

**Probiotec Limited  
Scheme Meeting  
Wednesday, 29 May 2024  
Results of Meeting**

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	If s250U applies
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 Probiotec Limited and the holders of its ordinary shares, 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 Court to which Probiotec Limited and PT Pyridam Farma Tbk agree in writing.	62,626,991 95.37%	1,054,198 1.61%	1,983,779 3.02%	1,933	64,715,770 98.40%	1,054,198 1.60%	1,933	Carried	NA
					Number of shareholders voting on the poll				
					For	Against	Abstain*		
					344 92.47%	28 7.53%	2		

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