

31 July 2024

RESULTS OF SCHEME MEETINGS

- **Decmil Securityholders have approved the Schemes**

Decmil Group Limited (ASX:DCG) (**Decmil**) refers to its announcement on 16 April 2024, concerning the proposed inter-conditional schemes of arrangement under which Macmahon Holdings Limited (ASX:MAH) (**Macmahon**) has agreed to acquire 100% of the issued ordinary shares (**Decmil Shares**) and redeemable convertible preference shares (**Decmil RCPS**) in Decmil (**Schemes**), subject to the satisfaction of various conditions.

Unless defined separately, a capitalised term used in this announcement has the same meaning as given to that term in the Scheme Booklet.

Decmil refers to the orders of the Honourable Justice Hill made on 24 June 2024 (**Orders**) to convene a meeting of Decmil Shareholders to consider and vote on the Ordinary Scheme (**Ordinary Scheme Meeting**) and a meeting of Decmil RCPS Holders to consider and vote on the RCPS Scheme (**RCPS Scheme Meeting**) (together, the **Scheme Meetings**).

Results of the Scheme Meetings

Decmil is pleased to advise that Decmil Securityholders have approved the Schemes at the Scheme Meetings held today.

In accordance with Listing Rule 3.13.2 and section 251AA(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**), Decmil advises that the resolutions to approve the Schemes (**Scheme Resolutions**) as set out in the relevant notices of meeting and Scheme Booklet dated 25 June 2024, were passed by the requisite majority of Decmil Shareholders and Decmil RCPS Holders pursuant to the Orders.

A detailed report of the votes cast on the Scheme Resolutions to approve the Schemes is included as Annexure A to this announcement.

For the Scheme Resolutions to have been approved, it was necessary for both of the following voting thresholds to be met:

- a majority in number (more than 50%) of the Decmil Shareholders and Decmil RCPS Holders who were present and voting at the relevant Scheme Meetings, either in person, by proxy or attorney, or in the case of a corporate Decmil Shareholder or Decmil RCPS Holder, by corporate representative; and
- at least 75% of the total number of votes cast on the relevant Scheme Resolution by Decmil Shareholders and Decmil RCPS Holders at the Scheme Meetings.

The first and second thresholds were met, and the Schemes were approved by Decmil Securityholders.

In summary:

- 98.83% of votes cast by Decmil Shareholders were in favour of the resolution to approve the Ordinary Scheme, and 89.12% of Decmil Shareholders present and voting at the Ordinary Scheme Meeting voted in favour of the resolution to approve the Ordinary Scheme; and
- 98.74% of votes cast by Decmil RCPS Holders were in favour of the resolution to approve the RCPS Scheme and 96.09% of Decmil RCPS Holders present and voting at the RCPS Scheme Meeting voted in favour of the resolution to approve the RCPS Scheme.

Although Decmil Shareholder and Decmil RCPS Holder approvals have been obtained, the Schemes remain subject to a number of customary conditions detailed in the Scheme Implementation Deed (a full copy of which is included in Annexure A to the ASX announcement dated 16 April 2024, which is available on the ASX's website (www.asx.com.au) and Decmil's website (www.decmil.com), including:

- the Supreme Court of Western Australia approving the Schemes at a hearing currently scheduled to occur at 10:00am (AWST) on Monday, 5 August 2024 (**Second Court Hearing**);
- the Independent Expert continuing to conclude that, in the absence of a superior proposal, the Schemes are in the best interests of Decmil Shareholders and Decmil RCPS Holders; and
- the satisfaction or waiver of any remaining conditions prior to the Second Court Hearing.

Subject to these remaining conditions being satisfied or waived (where permitted), implementation of the Scheme is expected to occur on or about 15 August 2024 (see the indicative timetable below).

Subsequent important events and dates

Event	Date
Second Court Date for approval of the Schemes	5 August 2024
Effective Date of the Schemes and last day of trading of Decmil Shares and Decmil RCPS on ASX	6 August 2024
Suspension of trading of Decmil Shares and Decmil RCPS on ASX	Close of trading on 6 August 2024
Record Date for determining entitlements to the Scheme Consideration	5:00pm (AWST) on 8 August 2024
Implementation Date for the payment of Scheme Consideration to Scheme Participants	15 August 2024
Termination of official quotation of Decmil Shares and Decmil RCPS on ASX	Expected to occur on 16 August (or as otherwise determined by ASX)

The above dates and times are indicative only and, amongst other things, are subject to the time at which each Scheme Condition is satisfied and the dates on which all necessary Court and regulatory

approvals are obtained. Decmil has the right to vary any or all of these dates and times, subject to the approval of such variation by ASX, the Court and Macmahon, where required. Any variation to the above dates and times will be announced to ASX (and accordingly, details of any variations will be available on ASX's website (www.asx.com.au) and will be published on Decmil's website (www.decmil.com).

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

For further information please contact:

Investors:

Mr Peter Thomas

CFO

Ph 08 6240 8160

Email: investors@decmil.com.au

Media:

Mr Cameron Morse

FTI Consulting, Strategic Communications

Ph 0433 886 871

Email: Cameron.morse@fticonsulting.com

About Decmil

Decmil Group Limited is a market leader in complex, multi-disciplinary project services. Decmil's group of companies deliver integrated construction and engineering solutions across the resources, infrastructure, and renewables sectors. Decmil's goal is to maximise returns from operations to deliver value to Securityholders, clients, and other stakeholders.

About Macmahon

Macmahon is an ASX listed company offering the complete package of mining services to miners throughout Australia and Southeast Asia. Macmahon's extensive experience in both surface and underground mining has established it as the contractor of choice for resources projects across a range of locations and commodity sectors. Macmahon is focused on developing respectful partnerships with its clients whereby both parties work in an open, flexible, and transparent way to ensure mutually beneficial outcomes whilst also minimising risks for both parties.



Annexure A – Detailed Report of Votes Cast

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
Approval of Ordinary Scheme	77,035,135 98.24%	917,990 1.17%	463,457 0.59%	29,567	77,499,626 98.83%	917,990 1.17%	29,567	Carried
					Number of shareholders voting on the poll (where applicable)			
					For	Against	Abstain#	
					336 89.12%	41 10.88%	0	

* 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.

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
Approval of RCPS Scheme	83,954,385 98.33%	1,076,655 1.26%	351,105 0.41%	17,845	84,555,490 98.74%	1,076,655 1.26%	17,845	Carried
					Number of shareholders voting on the poll (where applicable)			
					For	Against	Abstain#	
					172 96.09%	7 3.91%	0	

* 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.