



ASX Release

ASX code: K2F

17 September 2024

SCHEME OF ARRANGEMENT BECOMES EFFECTIVE

K2fly Limited (**K2F**, **K2fly** or the **Company**) (ASX:K2F), provides the following update on the proposed acquisition of 100% of the K2fly shares by Argyle Bidco Pty Ltd (**Bidco**) which is ultimately controlled by Accel-KKR Capital Partners VII, LP, via a scheme of arrangement under Part 5.1 of the *Corporations Act 2001* (Cth) (**Scheme**).

LODGEMENT OF COURT ORDERS AND SUSPENSION OF TRADING

K2fly confirms that it has today lodged with the Australian Securities and Investments Commission (**ASIC**) a copy of the orders made by the Supreme Court of Western Australia (**Court Orders**) approving the Scheme.

A copy of the Court Orders lodged with ASIC is attached to this announcement.

The Scheme is now legally effective, and it is expected that K2fly shares will be suspended from trading on the ASX from close of trading today.

PAYMENT OF SCHEME CONSIDERATION

K2fly shareholders who hold K2fly shares at 5:00pm (AWST) on Thursday, 19 September 2024 (**Record Date**), will receive \$0.19 cash per K2fly share held at the Record Date, in accordance with the terms of the Scheme.

It is expected the Scheme will be implemented, and the Scheme Consideration will be sent to K2fly shareholders on Friday, 27 September 2024.

TIMETABLE AND NEXT STEPS

The indicative timetable is set out below:

Key Dates*	Date
Suspension of trading of K2fly Shares on ASX	Close of trading, 17 September 2024
Record Date	5:00pm (AWST) Thursday, 19 September 2024
Implementation Date	Friday, 27 September 2024
Delisting of K2fly from ASX	Monday, 30 September 2024

*All stated dates and times are indicative only. The actual timetable will depend on many factors outside the control of K2fly and Bidco. Any changes to the above timetable will be announced to ASX and available under K2fly's profile at www.asx.com.au.



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K2fly will update K2fly shareholders as to any material developments in relation to the Scheme as the timetable progresses.

If you require further information or have questions in relation to the Scheme, please contact the K2fly shareholder Information Line on 1300 103 392 (for callers within Australia) or +61 2 9068 1925 (for callers outside Australia) Monday to Friday between 8.30am and 7.00pm (Sydney time).

AUTHORISED FOR RELEASE ON THE ASX BY THE CHAIR OF THE COMPANY

For further information:

Nic Pollock
Chief Executive Officer
T: +61 419 280 700.
E: nic.p@k2fly.com



IN THE SUPREME COURT OF WESTERN AUSTRALIA

COR/114/2024

**EX PARTE:
K2FLY LIMITED (ACN 125 345 502)**

First Plaintiff

**ORDERS OF JUSTICE HILL
MADE ON 16 SEPTEMBER 2024**

UPON APPLICATION of the plaintiff by originating process dated 12 July 2024, and UPON HEARING Mr J M Healy, of counsel for the plaintiff, and Mr A J Papamatheos, of counsel for the interested party, IT IS ORDERED that:

1. Pursuant to s 411(4)(b) of the Corporations Act 2001 (Cth) (Act), the scheme of arrangement between the plaintiff and its holders of fully paid ordinary shares in the form contained in Annexure B of the Scheme Booklet, being Annexure "HJS-7" (pages 233 - 251 of the Scheme Booklet) of the affidavit of Hugo James Shervington Affidavit affirmed 9 September 2024 in this proceeding (Scheme) is approved.
2. Pursuant to s 411(12) of the Act, the plaintiff is exempt from compliance with s 411(11) of the Act, in relation to the Scheme.
3. An office copy of these orders is to be lodged with the Australian Securities and Investments Commission by 17 September 2024.
4. These orders be entered forthwith.

BY THE COURT

THE HONOURABLE JUSTICE J HILL