

# ASX Announcement

18 May 2018



## Bulletproof Shareholders Vote in Favour of Scheme of Arrangement

**Friday, 18 May 2018:** Bulletproof Group Limited (**Bulletproof**) (ASX: BPF) is pleased to announce that at the Scheme Meeting held today, Bulletproof shareholders approved by the requisite majorities the proposed scheme of arrangement under which Klikon Group Holdings Pty Ltd (**AC3**) will acquire all of the shares of Bulletproof (**Scheme**).

## Voting results

The poll report submitted by the returning officer as appointed by Bulletproof is attached.

In summary, the resolution to approve the Scheme, as set out in the Notice of Scheme Meeting in Appendix 4 of the Scheme Booklet dated 10 April 2018 (**Scheme Resolution**), was passed by the requisite majorities of shareholders, with:

- 84.98% of Bulletproof shareholders present and voting (either in person or by proxy) in favour of the Scheme Resolution; and
- 98.66% of votes cast in favour of the Scheme Resolution.

These results exceed the majorities for the purposes of the *Corporations Act 2001* (Cth).

## Next steps

The Scheme remains subject to Court approval in order to be implemented. Bulletproof has applied to the Court for approval of the Scheme at a hearing currently scheduled to be held at 10:15am (Sydney time) on Friday, 25 May 2018 at the Federal Court of Australia, Law Courts Building, 184 Philip Street, Sydney NSW 2000.

If the Court approves the Scheme, Bulletproof shareholders will:

- receive A\$0.152 for each Bulletproof share they hold on the Record Date (currently proposed to be 7pm (Sydney time) on 1 June 2018) (**Scheme Consideration**); and
- be paid the Scheme Consideration on the Implementation Date, which is expected to be Wednesday, 6 June 2018,

in accordance with the terms of the Scheme.

## Indicative Key Dates and Times

Event	Indicative date
<b>Second Court Hearing</b> Court hearing for approval of the Scheme	10:15am (Sydney time) on 25 May 2018
<b>Effective Date</b> Last date Bulletproof Shares will trade on ASX	25 May 2018
<b>Record Date</b> Determination of entitlement of Scheme Shareholders to receive the Scheme Consideration	7:00pm (Sydney time) on 1 June 2018
<b>Implementation Date</b> Transfer of all Scheme Shares to AC3 and the payment of the Scheme Consideration to Scheme Shareholders	6 June 2018

The above dates are indicative only and remain subject to satisfaction of applicable conditions, including approval from the Court. Any changes will be announced to the ASX.

Bulletproof shareholders who have questions regarding the Scheme should call the Bulletproof Shareholder Information Line on 1300 131 678 (callers within Australia) or +61 1300 131 678 (callers outside Australia) on business days between 8.30am and 5.30pm (Sydney time).

For further details, please contact:

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**BULLETPROOF GROUP LIMITED**  
**SCHEME MEETING**  
**Friday, 18 May 2018**  
**Voting Results**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

Resolution details	Manner in which the security holder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable):		
Resolution	Votes <i>For</i>	Votes <i>Against</i>	Votes <i>Discretionary</i>	Votes <i>Abstain</i>	Votes <i>For</i>	Votes <i>Against</i>	Votes <i>Abstain*</i>
1 THAT, PURSUANT TO AND IN ACCORDANCE WITH SECTION 411 OF THE CORPORATIONS ACT, THE SCHEME OF ARRANGEMENT PROPOSED BETWEEN BULLETPROOF GROUP LIMITED AND THE HOLDERS OF BULLETPROOF SHARES, THE TERMS OF WHICH ARE CONTAINED IN AND MORE PARTICULARLY DESCRIBED IN THE SCHEME BOOKLET OF WHICH THE NOTICE CONVENING THE SCHEME MEETING FORMS PART, IS APPROVED (WITH OR WITHOUT ALTERATIONS OR CONDITIONS AS APPROVED BY THE FEDERAL COURT OF AUSTRALIA).	Number of Shares				Number of Shares		
	122,447,363	1,688,092	1,675,631	10,000	124,141,010	1,688,092	10,000
	97.33%	1.34%	1.33%	0.01%	98.66%	1.34%	
	Number of Holders				Number of Holders		
	316	64	42	1	362	64	1
	74.70%	15.13%	9.93%	0.24%	84.98%	15.02%	

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