

2019 SCHEME MEETING

25 July 2019



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Pro forma and Underlying financial information

Xenith uses certain measures to manage and report on its business that are not recognised under Australian Accounting Standards. These measures are referred to as non-IFRS financial information.

Xenith considers that this non-IFRS information is important to assist in evaluating Xenith's performance. The information is presented to assist in making appropriate comparisons with prior periods and to assess the operating performance of the business.

All dollar values in this presentation are in Australian dollars (A\$) unless otherwise stated.

Agenda

- Welcome
- Overview of the Scheme
- Reasons to support the Scheme
- Reasons not to support the Scheme
- Status of conditions precedent
- Timetable for Implementation
- Scheme resolution and voting thresholds
- Summary of proxy votes
- Meeting close

Overview of the Scheme

- ❑ As announced by Xenith IP Group Limited (**Xenith**) and IPH Limited (**IPH**) on 12 April 2019, Xenith entered into a scheme implementation deed with IPH whereby IPH will acquire all of the Shares in Xenith that it does not already own for a combination of cash and scrip consideration.
- ❑ Under the proposed Scheme, Xenith shareholders will receive Standard Consideration of \$1.28 cash and 0.1261 New IPH Shares for each Xenith Share that they hold on the record date for the Scheme (which is proposed to be 7.00pm on Thursday, 8 August 2019). In addition as an alternative to the Standard Consideration the Scheme provides flexibility to Xenith Shareholders with a “mix and match” facility as outlined in the Scheme Booklet under which Eligible Xenith Shareholders may elect to receive Maximum Scrip Consideration of approximately 0.3116 New IPH Shares (i.e. 100% scrip) or Maximum Cash Consideration of \$2.15 (i.e. 100% cash) per Xenith Share, subject to scale-back.
- ❑ This consideration represents a substantial premium of approximately 73% to the closing price of Xenith shares as at 26 November 2018 (\$1.245 per share), the day prior to the announcement of the former transaction with QANTM Intellectual Property Limited.

Key reasons why you should vote in favour of the Scheme



- ❑ The Xenith Directors unanimously recommend that Xenith Shareholders vote in favour of the Scheme, in the absence of a Superior Proposal.
- ❑ The implied value of the Scheme Consideration represents a very attractive premium over the trading price of Xenith Shares prior to the announcement of the Scheme.
- ❑ 'Mix and match' consideration available under the Scheme allows flexibility for existing Xenith Shareholders.
- ❑ Enhanced liquidity of shares and inclusion in the ASX 200.
- ❑ Potential to receive certainty of value via cash consideration.
- ❑ The Implementation of the Scheme provides Xenith Shareholders the opportunity to participate in an enhanced market leading IP services group.
- ❑ The Transaction enhances and accelerates the common growth strategy of both companies via a focus on Asia.

Key reasons why you should vote in favour of the Scheme

(Continued)



- ❑ The Transaction will result in enhanced career opportunities for staff, reinforcing the Combined Group's ability to attract and retain high-quality people.
- ❑ The Implementation of the Scheme is anticipated to deliver potential synergies.
- ❑ The Independent Expert has concluded that the Scheme is fair and reasonable and in the best interests of Xenith Shareholders in the absence of a Superior Proposal.
- ❑ Xenith's share price may fall in the near future should the Scheme not be Implemented and in the absence of a Superior Proposal.
- ❑ No brokerage or stamp duty will be payable by you for the transfer of your Xenith Shares under the Scheme (although if you are an Ineligible Foreign Scheme Shareholder or you are a Small Parcel Holder who is deemed to have elected to have the total scrip component of the Scheme Consideration to which you are entitled sold on your behalf pursuant to the Sale Facility, then brokerage, stamp duty and other fees may apply to the sale of the New IPH Shares that will be sold on your behalf by the Sale Agent).

Key reasons why you may consider voting against the Scheme

- You may disagree with the Xenith Directors' unanimous decision and the Independent Expert in relation to the Scheme being in your best interests.
- You may prefer to maintain an interest in a publicly listed investment with characteristics entirely specific to Xenith.
- If the Scheme is Implemented, Eligible Xenith Shareholders who Elect to receive Maximum Cash Consideration (and are not scaled back) will not have ownership in the Combined Group and will forego the opportunity to receive continued benefit from ongoing growth initiatives.
- There are risks associated with the integration of Xenith and IPH which you may consider exceed the anticipated benefits of the Scheme.
- You may hold the view that a Superior Proposal could be made in the foreseeable future.
- You may consider that the conditions to which the Scheme may be subject are conditions that you consider to be unacceptable
- The value of the Scheme Consideration may vary, depending on the price at which the New IPH Shares trade on the ASX following the Implementation Date.
- Uncertainty associated with Mix and Match.

Status of Conditions Precedent to the Scheme



Condition	Status
Termination of the Former Transaction	Former Transaction terminated and break fee paid by Xenith (<i>completed</i>)
Independent Expert's report provided and not amended / withdrawn	Independent Expert report dated 21 May 2019, which concluded that the Scheme is in the best interests of Xenith Shareholders (<i>not amended / withdrawn to date</i>)
Xenith shareholder approval	To be determined today
Federal Court of Australia approval	Scheduled for 31 July 2019 (the Second Court Hearing Date)
ASIC and ASX consents	To be determined at 8.00am on the Second Court Hearing Date
Regulatory consents	To be determined at 8.00am on the Second Court Hearing Date
No Material Adverse Change	To be determined at 8.00am on the Second Court Hearing Date (<i>No Material Adverse Change has occurred to date</i>)
No Prescribed Events	To be determined at 8.00am on the Second Court Hearing Date (<i>No Prescribed Events have occurred to date</i>)
Warranties	To be determined at 8.00am on the Second Court Hearing Date
Xenith Performance Rights	Resolutions approved, subject to the approval of the Scheme by Xenith Shareholders and the Federal Court of Australia
ASX Quotation of New IPH Shares	ASX approval issued and / or not withdrawn

Timetable for Implementation



Event	Date
Second Court Date	Wednesday, 31 July 2019 at 9.30am (Sydney time)
Effective Date	Thursday, 1 August 2019
Election Date	Thursday, 8 August 2019 at 7.00pm (Sydney time)
Scheme Record Date	Thursday, 8 August 2019 at 7.00pm (Sydney time)
Implementation Date	Thursday, 15 August 2019

Scheme resolution and voting thresholds



- ❑ The purpose of this Scheme Meeting is to consider and, if thought fit, to pass the following resolution:

‘That, pursuant to, and in accordance with, section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Xenith and the holders of its fully paid ordinary shares (other than Excluded Shareholders), the terms of which are contained in and more precisely described in the Scheme Booklet to which this Notice of Scheme Meeting is attached, is approved and that the board of Directors of Xenith is authorised to agree to those modifications or conditions which are thought appropriate by the Court and, subject to the approval of the Scheme by the Court, to implement the Scheme with any of those modifications or conditions.’

- ❑ In accordance with the Corporations Act, for the Scheme Resolution to pass, it needs to be approved on two bases:

Requirement 1	Requirement 2
A majority in number (more than 50%) of Xenith shareholders present and voting at the Scheme Meeting (either in person or by proxy) must vote in favour of the Scheme Resolution; and	At least 75% of the total number of votes cast on the Scheme Resolution by Xenith shareholders present and voting at the Scheme Meeting (either in person or by proxy) must be in favour of the Scheme Resolution

Summary of proxy votes



	For	Against	Open (Chair)	Open (Other)	Total votes (excl. Abstain)	For and Open (Chair)	Abstain
Proxy votes	55,357,634	4,870	6,678	0	55,369,182	55,364,312	1,001
% of valid votes	99.98%	0.01%	0.01%	-	100%	99.99%	-
Number of holders	237	8	4	0	249	241	1
% of valid holders	95.18%	3.21%	1.61%	-	100%	96.79%	-

Thank you for attending

