

22 November 2023



Level 28  
108 St Georges Terrace  
PERTH WA 6000

ABN 98 103 348 947  
ASX CNW

## Results of scheme meeting

Cirrus Networks Holdings Limited (ASX: CNW) (**Cirrus**) refers to the proposed acquisition of Cirrus by Atturra Holdings Pty Ltd by way of scheme of arrangement (**Scheme**), as announced to ASX on 11 and 15 September 2023.

In accordance with ASX Listing Rule 3.13.2 and section 251AA(2) of the *Corporations Act 2001* (Cth), Cirrus advises that the resolution relating to the Scheme (the **Scheme Resolution**) was passed by the requisite majorities of Cirrus shareholders at the Scheme Meeting held earlier today pursuant to orders made on 17 October 2023 by the Supreme Court of New South Wales, to approve the scheme of arrangement between Cirrus and its shareholders under which Atturra Holdings Pty Ltd proposes to acquire 100% of the shares on issue in Cirrus as referred to in the Scheme Booklet released by Cirrus to ASX on 18 October 2023.

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

1. A majority in number (more than 50%) of the members who were present and voting, either in person or by proxy, attorney or in the case of a corporation its duly appointed corporate representative; and
2. At least 75% of the total number of votes cast on the Scheme Resolution by shareholders entitled to vote on the Scheme Resolution.

**The first and second thresholds were met and the Scheme was approved by Cirrus Shareholders.**

A detailed report of the votes cast on the resolution to approve the Scheme Resolution is included as Appendix A to this announcement.

In summary,

- 99% of the votes cast by Cirrus shareholders were in favour of the Scheme; and
- 95% of Cirrus shareholders present and voting (in person or proxy, attorney or in the case of a corporation its duly appointed corporate representative) voted in favor of the Scheme.

Although Cirrus shareholder approval has been obtained, the Scheme remains subject to a number of customary conditions detailed in the Amended and restated Scheme Implementation Deed (a full copy of which is included as an Appendix to the ASX announcement dated September 2023 titled "Revised Scheme Offer from Atturra", which is available on the ASX website at [www.asx.com.au](http://www.asx.com.au)), including:

- Approval of the Scheme by the Supreme Court of New South Wales at the second Court hearing currently scheduled to occur at 9:15am (Sydney time) on Friday, 24 November 2023;
- The Independent Expert (as defined in the Scheme Booklet) continuing to conclude that, in the absence of a superior offer, the Scheme is in the best interest of Cirrus shareholders; and
- The satisfaction or waiver of any remaining conditions precedent prior to the second Court hearing.

# ASX ANNOUNCEMENT



22 November 2023

Level 28  
108 St Georges Terrace  
PERTH WA 6000

ABN 98 103 348 947  
ASX CNW

Subject to these remaining conditions being satisfied or waived (where applicable), implementation of the Scheme is expected to occur on or about 11 December 2023.

The key dates expected for the implementation of the Scheme are set out below;

Event	Date
Second Court Date for approval of the Scheme	Friday 24 November 2023
Effective Date	Monday 27 November 2023
Record Date for determining entitlements to Scheme Consideration	7:00pm Sydney Time, Monday 4 December 2023
Implementation Date and provision of Scheme Consideration	Monday 11 December 2023

The above timeline is indicative only and the states times and dates are subject to change. Cirrus will announce any changes to the ASX.

## Further information

If you have any questions in relation to the Scheme or the Scheme Booklet, please call the Shareholder Information Line on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8.30am and 5.30pm (AEDT) Monday to Friday.

**The Board of Directors at Cirrus has authorized the release of this announcement.**

<i>Contact for further information</i>		
<b>Chris McLaughlin</b> Managing Director	<b>Matt Green</b> Chief Financial Officer	<b>08 6180 4222</b> <a href="mailto:investor@cirrusnetworks.com.au">investor@cirrusnetworks.com.au</a> <a href="http://cirrusnetworks.com.au">cirrusnetworks.com.au</a>

# ASX ANNOUNCEMENT

22 November 2023



Level 28  
108 St Georges Terrace  
PERTH WA 6000

**ABN** 98 103 348 947  
**ASX** CNW

## APPENDIX A

The following information is provided in accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth).

# Disclosure of Proxy Votes

Cirrus Networks Holdings Limited

Scheme Meeting

Wednesday, 22 November 2023



**Automic**

GPO Box 5193, Sydney, NSW 2001

P 1300 288 664 (aus) or +61 (0)2 9698 5414 (world)

F +61 (0)2 8583 3040 E [hello@automic.com.au](mailto:hello@automic.com.au)

ABN 27 152 260 814

In accordance with section 251AA of the Corporations Act 2001, the following information is provided in relation to resolutions put to members at the meeting.

Resolution	Decided by Show of Hands (S) or Poll (P)	Total Number of Proxy Votes exercisable by proxies validly appointed	Proxy Votes				Poll Results (if applicable)			Results
			FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN	OUTCOME
1 Scheme Resolution	P	624,412,897	624,196,547 99.97%	93,750 0.02%	2,419	122,600 0.02%	676,602,196 99.99%	93,750 0.01%	2,419	Passed

