

ASX Announcement



24 June 2024

COURT APPROVES CONVENING OF SCHEME MEETING AND DISTRIBUTION OF SCHEME BOOKLET

QANTM Intellectual Property Limited (**QANTM**) is pleased to provide the following update in relation to the proposed acquisition by Fox BidCo Pty Ltd (**BidCo**), an entity owned and controlled by funds managed and advised by Adamantem Capital Management Pty Ltd (together, **Adamantem**), of all of the shares in QANTM by way of scheme of arrangement (**Scheme**), as announced to ASX on 10 May 2024.

Court Approval

The Supreme Court of New South Wales has today made the following orders in relation to the Scheme:

- that QANTM convene and hold a meeting of QANTM Shareholders to consider and vote on the resolution to approve the Scheme (**Scheme Meeting**); and
- approving the distribution of an explanatory statement providing information about the Scheme and a Notice of the Scheme Meeting (**Scheme Booklet**) to QANTM Shareholders.

Scheme Booklet

The Scheme Booklet is expected to be released to the ASX on Tuesday, 25 June 2024, following registration with the Australian Securities and Investments Commission (**ASIC**) and will also be available electronically for viewing and downloading at <https://qant mip.com/investor-centre-3/adamantem-offer/>.

The Scheme Booklet will also include a copy of the Independent Expert's Report, prepared by Grant Thornton Corporate Finance Pty Ltd (**Independent Expert**).

The Independent Expert has concluded that the Scheme is fair and reasonable and therefore in the best interests of QANTM Shareholders in the absence of a superior proposal. The Independent Expert has assessed the value of a QANTM share on a controlling interest basis to be in the range of \$1.74 to \$2.10. The Cash Consideration of \$1.817 per QANTM Share is within this valuation range.

The Independent Expert has reached this conclusion based on its valuation and assessment of the Cash Consideration as the default consideration under the Scheme. The Independent Expert has not assessed the fair market value of the Mixed Consideration, however, has concluded that, at least in the immediate/short term, the fair market value of the Mixed Consideration is expected to be materially below the value of the Cash Consideration.

The Independent Expert's conclusions should be read in context with the full Independent Expert's Report.

The Scheme Booklet, including the Independent Expert's Report, is expected to be dispatched to QANTM Shareholders on Monday, 1 July 2024.

The Scheme Booklet will be sent to QANTM Shareholders as follows:

- QANTM Shareholders who have elected to receive communications electronically will receive an email containing meeting details and a hyperlink to a website where the



shareholder can access the Scheme Booklet, voting instructions and appoint their proxy, as well as a hyperlink to an online portal or website through which each can electronically access an election form;

- QANTM Shareholders who have not elected to receive electronic or hard copy communications will be sent, to their registered address, a letter containing details of how they can view and download the Scheme Booklet, and a personalised proxy form and election form; and
- QANTM Shareholders who have elected to receive communications by mail will receive a printed copy of the Scheme Booklet and a personalised proxy form and election form.

QANTM Shareholders whose registered address is outside Australia will be sent the Scheme Booklet in the same manner in which they have elected to receive communications outlined above except they will not receive an election form.

The Scheme Booklet provides QANTM Shareholders with important information about the Scheme. QANTM Shareholders are advised to read the Scheme Booklet, including the Independent Expert's Report, carefully and in its entirety before making a decision on whether or not to vote in favour of the Scheme.

QANTM Board recommendation

QANTM Directors unanimously recommend that QANTM Shareholders vote in favour of the Scheme, in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of QANTM Shareholders. Subject to the same qualifications, each QANTM Director intends to vote in favour of the Scheme in respect of all QANTM Shares controlled or held by them, or on their behalf.

The QANTM Directors' unanimous recommendation that you vote in favour of the Scheme, subject to the qualifications outlined above, is based on the Cash Consideration. The QANTM Directors make no recommendation to QANTM Shareholders in relation to the Mixed Consideration.

When considering the recommendation of QANTM Directors, QANTM Shareholders should have regard to the interests of QANTM Directors, which are set out in detail in sections 2.2 and 11 of the Scheme Booklet.

Scheme Meeting

The Scheme Meeting, at which the QANTM Shareholders will vote on the proposed Scheme, is currently expected to be held at 10:00am (AEST) on Wednesday, 31 July 2024 at Sofitel Melbourne, Victoria Suites, 25 Collins Street, Melbourne VIC 3000 and virtually via the Online Scheme Meeting Platform which can be accessed at <https://meetnow.global/MXCJ67Y>. QANTM Shareholders who participate in the Scheme Meeting through the Online Scheme Meeting Platform will be able to listen to the Scheme Meeting, cast a vote and ask questions through the Online Scheme Meeting Platform.

All registered QANTM Shareholders as at 7:00pm (AEST) on Monday, 29 July 2024 will be eligible to vote at the Scheme Meeting.

All QANTM Shareholders are encouraged to vote either by attending in person or through the Online Scheme Meeting Platform, or by appointing a proxy, attorney or, if you are a body corporate, a duly appointed body corporate representative to attend the Scheme Meeting (whether in person or through the Online Scheme Meeting Platform) and vote on your behalf. Proxy Forms must be received no later than 10:00am (AEST) on Monday, 29 July 2024.

Indicative Key Dates

The key indicative dates in relation to approval and implementation of the Scheme are set out below.

Event	Expected Date
Election Time Last time and date for receipt of an Election Form.	5:00pm (AEST) on Wednesday, 24 July 2024
Announcement to ASX of Indicative Election results Indicative Election results to be announced to ASX, including indication of whether the Scaleback Arrangements are likely to apply.	Friday, 26 July 2024
Scheme Meeting Proxy Form deadline Last time and date by which the Scheme Meeting Proxy Form (including Scheme Meeting Proxy Forms lodged online), powers of attorney and certificates of appointment of body corporate representatives for the Scheme Meeting must be received by the QANTM Share Registry.	10:00am (AEST) on Monday, 29 July 2024
Scheme Meeting Record Date Time and date for determining eligibility to vote at the Scheme Meeting.	7.00pm (AEST) on Monday, 29 July 2024
Scheme Meeting The Scheme Meeting will be held as a hybrid meeting. QANTM Shareholders or duly appointed proxies, attorneys or corporate representatives of QANTM Shareholders can attend, participate and vote at the Scheme Meeting in person at Sofitel Melbourne, Victoria Suites, 25 Collins Street, Melbourne VIC 3000 or through the Online Scheme Meeting Platform.	10:00am (AEST) on Wednesday, 31 July 2024
Second Court Hearing To approve the Scheme.	9:15am (AEST) on Friday, 2 August 2024
Effective Date This is the date on which the Court order approving the Scheme is lodged with ASIC and the Scheme becomes Effective and binding on QANTM Shareholders.	Monday, 5 August 2024
Special Dividend Record Date If the Special Dividend is determined, the date and time for determining entitlement to receive the Special Dividend.	7.00pm (AEST) on Tuesday, 6 August 2024

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Event	Expected Date
Scheme Record Date Time and date for determining entitlements to the Scheme Consideration.	7.00pm (AEST) on Thursday, 8 August 2024
Special Dividend Payment Date If the Special Dividend is determined, the Special Dividend is also expected to be paid on this date.	Friday, 16 August 2024
Scheme Implementation Date The date on which the Scheme will be implemented, and the Scheme Consideration will be provided.	Monday, 19 August 2024

All of the above dates and times are indicative only and subject to change. In particular, the date of the Scheme Meeting may be postponed or adjourned. Certain times and dates are conditional on the approval of the Scheme by QANTM Shareholders and by the Court. Any changes to the above timetable will be announced to ASX as required.

Further information

If you have any further questions in relation to the Scheme or the Scheme Booklet, please contact the Shareholder Information Line on 1300 266 413 (within Australia) or 03 9938 4344 (outside Australia) Monday to Friday between 8:30am and 5:00pm (AEST). The Shareholder Information Line will be available from Tuesday, 25 June 2024.

This announcement has been authorised by the QANTM Board for release through the ASX Market Announcements Platform.

For further information

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About QANTM Intellectual Property

QANTM Intellectual Property Limited (QANTM, ASX: QIP) is the owner of a group of leading intellectual property (IP) services businesses operating in Australia, New Zealand, Singapore, Malaysia and Hong Kong under key brands Davies Collison Cave, DCC Advanz Malaysia, Davies Collison Cave Law, FPA Patent Attorneys, and Sortify.tm Ltd (including Sortify.tm's brands – DIY Trademarks, Trademarks Online and Trademark Planet). With more than 150 highly qualified professionals, the businesses within the QANTM Group have a strong track record in providing a comprehensive suite of services across the IP value chain to a broad range of Australian and international clients, ranging from start-up technology businesses to Fortune 500 multinationals, public research institutions and universities.