

**ASX RELEASE****1 August 2025**

## Scheme Meeting – Chair’s Address and Presentation

**Envirosuite Limited (ASX: EVS)** (“**Envirosuite**”) refers to the proposed acquisition by Ideagen EVS BidCo Pty Limited, an indirect wholly-owned subsidiary of Ideagen Limited, of all of the issued shares in Envirosuite, by way of a scheme of arrangement between Envirosuite and the Envirosuite Shareholders pursuant to Part 5.1 of the Corporations Act 2001 (Cth) (“**Scheme**”).

In accordance with ASX Listing Rule 3.13.3, attached to this announcement are the following documents to be presented at Envirosuite’s Scheme Meeting being held today at 9:00am (Melbourne time):

1. Chair’s address; and
2. Scheme Meeting presentation slides.

Envirosuite Shareholders may attend, participate and vote in the Scheme Meeting via the Lumi Online Meeting Platform at <https://meetings.lumiconnect.com/300-939-068-872>.

Envirosuite will announce the voting results of the Scheme Meeting on the ASX shortly after the conclusion of the Scheme Meeting.

**ENDS**

This announcement was authorised for release by the Board of Envirosuite Limited.

For further information contact:

Adam Gallagher

Company Secretary

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**ABOUT ENVIROSUITE**

Envirosuite (ASX: EVS) is the world’s most advanced environmental intelligence technology company, trusted by leading operators across the aviation, mining, industrial, waste and wastewater sectors.

Envirosuite combines evidence-based science and industry expertise to build category-leading technology that helps customers manage complex operational challenges, reducing risk and improving productivity while protecting and strengthening social license and community relationships.

By harnessing the power of environmental intelligence, Envirosuite is helping to create a world where industry, people and planet can prosper in partnership.

**[www.envirosuite.com](http://www.envirosuite.com)**

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# Scheme Meeting

## ENVIROSUITE LIMITED

ACN 122 919 948  
(Company or Envirosuite)

Friday, 1 August 2025  
at 9.00 AM (Melbourne time)

### CHAIR ADDRESS & SCRIPT

#### Slide 1 – Welcome

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Fellow Shareholders,

My name is Colby Manwaring, and I am the Chair of Envirosuite Limited. On behalf of the Directors, I am pleased to welcome you to the Scheme Meeting.

Today is an important day for Envirosuite where shareholders will be able to determine the future of the Company.

This meeting relates to the scheme of arrangement under which all of the issued shares in Envirosuite are proposed to be acquired by Ideagen EVS BidCo Pty Limited, an indirect wholly-owned subsidiary of Ideagen Limited, which I will refer to during this meeting as Ideagen or Ideagen BidCo.

It is now slightly past 9.00am in Melbourne, Australia, being the scheduled commencement time for the Scheme Meeting. As a quorum of shareholders is present, I declare the Scheme Meeting open.

The notice of meeting convening the Scheme Meeting was dated 1 July 2025 and included in the Scheme Booklet that was made available to Envirosuite Shareholders. The notice of meeting was given in accordance with the orders made by the Federal Court of Australia on 1 July 2025 and this Scheme Meeting has been convened in accordance with the orders of the Federal Court of Australia as well as Envirosuite's Constitution. We will take the Notice of Scheme Meeting and the resolution to be considered at the Scheme Meeting as read if there are no objections.

If you need technical assistance during today's meeting, please call 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia). You can also refer to the Online Meeting Guide which is available from our scheme website and in Annexure F of the Scheme Booklet.

If we experience any technical issues during today's meeting that results in a significant number of shareholders being unable to reasonably participate, I will adjourn the meeting. We would hope that any technical issues could be resolved quickly, and will reconvene the meeting once resolved. Please check the ASX if this eventuates.

#### Slide 3 – Agenda

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The order of events for today's meeting will be as follows:

- First, I will introduce the Envirosuite Board and our senior leadership team here today;
- I will then provide my address as Chair;
- Next, I will outline the procedural matters for the Scheme Meeting;
- After this, I will present an overview of the proposed Scheme, detailing the Board's recommendation, reasons to vote for or against the Scheme, the findings of the Independent Expert, the status of conditions precedent to the Scheme and the timetable for implementation of the Scheme;



- Following this, we will turn to the formal business of the Scheme Meeting and Envirosuite Shareholders will have the opportunity to ask questions in relation to the Scheme and Scheme Resolution;
- I will then ask all shareholders present and voting to cast their votes on the Scheme Resolution;

#### Slide 5 – Introduction to the Board of Directors

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Before we progress to the remainder of the Scheme Meeting, I would like to introduce you to the members of the Envirosuite Board who are present here today:

- Mr. Jason Cooper, Chief Executive Officer and Managing Director;
- Mr. Stuart Bland, Non-Executive Director; and
- Mr. Eric Winsborrow, Non-Executive Director.

We are also joined by members of our senior leadership team:

- Ms. Emma Stepic, Chief Financial Officer; and
- Mr. Adam Gallagher, Company Secretary.

Also present are representatives from our financial and legal advisors, MA Moelis Australia and King & Wood Mallesons.

Representatives from our share registry, Boardroom, are also present and will assist in the polling of votes.

I will now present my Chair Address. We will then proceed to procedural matters and the formal business of the meeting, where there will be an opportunity to ask questions.

#### Slide 6 – Chair’s Address

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Dear Fellow Shareholders,

When I addressed you at the 2024 Annual General Meeting in November of last year, I spoke of our optimism and focus on executing our growth strategy, particularly through our industrial and aviation businesses and our valued partnership with Hitachi Construction Machinery. Since then, the Board and executive team have continued to work diligently to pursue and evaluate all opportunities to deliver value for our shareholders.

After a review process and engagement with a range of parties, our pursuit of opportunities to deliver shareholder value has resulted in our entry into a Scheme Implementation Deed with Ideagen which provides for Ideagen BidCo to acquire all of the issued shares in Envirosuite at a price of \$0.09 per share by way of a scheme of arrangement under Part 5.1 of the Corporations Act.

The decision to enter into this Scheme did not come lightly. It follows sustained engagement with market dynamics, industry players, and investors—and most importantly, a deep analysis of the best path forward to unlock value in the current global landscape of environmental sustainability. The offer presented by Ideagen has been assessed as fair and reasonable and in the best interests of Envirosuite Shareholders by the Independent Expert. Subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Envirosuite Shareholders, the Board unanimously believes that this transaction is in the best interests of our shareholders, our customers, and our team.

In reaching this point, we remain proud of what we’ve achieved. Our strategic partnership with HCM, our pioneering work in both the aviation and industrial sectors, and our relentless pursuit of enabling responsible, sustainable industry through environmental intelligence, have built a powerful and respected brand. We believe that the proposed transaction with Ideagen is an opportunity to broaden our offering.

I recommend that you 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 Envirosuite Shareholders.

I want to take this opportunity to sincerely thank our shareholders for your engagement, encouragement, and support over the past year. Your feedback, your confidence, and your continued belief in our mission have helped



shape the path we've taken. Whether through formal interactions or ongoing investor dialogue, your input has been integral as we've navigated evolving industry conditions and strategic decision-making.

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#### **Slide 7 – Procedural matters**

I will now talk through the procedural matters for the Scheme Meeting.

This Scheme Meeting is being held as a virtual meeting only. This allows Envirosuite Shareholders, proxies, attorneys and representatives to attend and vote in the meeting virtually via Lumi, the online scheme meeting platform. All attendees can watch a live broadcast of the meeting.

For the purpose of determining the eligibility and entitlement to vote at this Scheme Meeting, Envirosuite Shares will be taken to be held by the persons who were registered as Envirosuite Shareholders as at 9:00am (Melbourne time) on Wednesday, 30 July 2025. Eligible Envirosuite Shareholders, proxies, attorneys and representatives of those Envirosuite Shareholders are entitled to vote on the Scheme Resolution.

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#### **Slide 8 – Asking questions online**

As well as voting on the Scheme Resolution, you will also have the opportunity to ask questions online. If you wish to submit a question, look for the Question function on Lumi. Questions will be posed to the Chair at an appropriate time in the meeting before voting on the Scheme Resolution closes.

If you wish to submit a verbal question, please head to the Online Meeting Guide to find your local number and follow the instructions.

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#### **Slide 9 – Voting online**

As set out in the Notice of Scheme Meeting, we have determined that voting on the Scheme Resolution will be conducted by way of a poll. Shareholders, their proxy holders, attorneys or corporate representatives are entitled to vote on the Scheme Resolution. The results of the poll will be declared and released to the ASX later today.

If you are eligible to vote in the Scheme Meeting, a polling icon will become available on your screen. Selecting this icon will bring up the Scheme Resolution to vote for and allow you to cast your vote. To cast your vote, simply select one of the options.

There is no need to press submit or click the enter button as once your selection is made, the vote is automatically recorded.

As Chair of the meeting, and as detailed in the Notice of Scheme Meeting, where authorised, I will vote all valid undirected proxies in favour of the Scheme Resolution.

I now declare the poll open. You may vote at any time from now up until the time I declare voting is closed.

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#### **Slide 11 – Scheme Overview**

We will now move to an overview of the Scheme.

The purpose of this meeting is for Envirosuite Shareholders to consider and, if thought fit, to approve the proposed acquisition by Ideagen Bidco, of 100% of the shares in Envirosuite by way of a scheme of arrangement.

Details of the scheme of arrangement were outlined in detail in the Scheme Booklet, which was made available to shareholders in accordance with the orders of the Federal Court of Australia, made on 1 July 2025.



Ideagen is a private company registered in the United Kingdom, and was privatised in July 2022 following the acquisition by a number of funds managed by Hg Pooled Management Limited and advised by HgCapital LLP. Ideagen is the primary trading entity of the Ideagen Group, which provides SaaS-enabled governance, risk, health and safety, compliance and collaboration software to around 16,000 global organisations across aviation, government agencies, accounting firms, aerospace, pharmaceutical companies and food and drink brands.

If the Scheme is approved and implemented, in return for the transfer of all Envirosuite shares to Ideagen Bidco, Envirosuite Shareholders will receive \$0.090 in cash for each Envirosuite Share held at the Record Date, which I will refer to during this meeting as the “**Scheme Consideration.**” Accordingly, if the Scheme is implemented, Ideagen will own 100% of Envirosuite.

The Scheme Consideration represents a 109% premium to the last closing price of Envirosuite shares prior to Envirosuite’s announcement on 24 February 2025.

The Scheme is subject to satisfaction of a number of conditions, including Envirosuite Shareholder approval as proposed by this Scheme Meeting, and Court approval.

The Scheme can only proceed if, among other conditions, the Requisite Majority of Envirosuite Shareholders approve it.

#### **Slide 12 – Board recommendation**

The Envirosuite Directors unanimously recommend that 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 Envirosuite shareholders.

Subject to those same qualifications, each Envirosuite Director intends to vote all the Envirosuite Shares held or controlled by them in favour of the Scheme.

Envirosuite shareholders should have regard to the interests of the Envirosuite Directors when considering the Directors’ recommendation. These details are disclosed in sections 7.3, 7.4, 7.5 and 7.6 of the Scheme Booklet.

While the Envirosuite Board is confident in the long-term fundamentals and growth prospects of the Company, we believe the Scheme offers a compelling opportunity for shareholders to realise the immediate value of their investment in Envirosuite.

At this point in time, no superior proposal has emerged, and the Board is not aware of any superior proposal that is likely to emerge.

#### **Slide 13 – Reasons why you might vote for or against the Scheme**

The Scheme represents the culmination of an extensive and meaningful period of engagement between Envirosuite and Ideagen, as well as discussions with other parties who expressed an interest in Envirosuite. The Envirosuite Board has carefully considered the proposed Scheme and evaluated a range of advantages, disadvantages and potential alternatives in arriving at its recommendation.

The Envirosuite Board has identified a number of reasons why you should vote in favour of, or may consider voting against, the Scheme.

In summary, the Envirosuite Board believes that the Scheme is an attractive offer for the following reasons:

- The Scheme represents an attractive premium of 109.3% to the undisturbed Envirosuite share price;

- The consideration is payable in cash, with the Scheme not being conditional on funding approvals; and
- The Scheme is subject to limited conditionality, and is not conditional on financing or diligence.

These reasons are set out in detail in Section 1 of the Scheme Booklet and are summarised on the current slide.

#### **Slide 14 – Independent Expert’s Conclusion**

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The Envirosuite Board appointed Grant Thornton Corporate Finance as the Independent Expert to assess the merits of the Scheme.

The Independent Expert has concluded that the Scheme is fair and reasonable and in the best interests of Envirosuite Shareholders, in the absence of a Superior Proposal. The reasons why the Independent Expert reached these conclusions are set out in the Independent Expert’s report, a copy of which is included in Annexure A of the Scheme Booklet.

The Independent Expert’s conclusions are set out on the current slide. The Independent Expert assessed the underlying value of Envirosuite shares to be in the range between \$0.0767 to \$0.1009 per Envirosuite Share. The Scheme Consideration is within the range of the Independent Expert’s fair market value of Envirosuite Shares on a control basis.

#### **Slide 15 – Status of conditions precedent**

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Implementation of the Scheme remains subject to a number of customary conditions precedent which are set out in the Scheme Booklet. These conditions precedent include:

##### **(1) Approval of the Scheme Resolution by Envirosuite shareholders at this meeting**

For the Scheme to proceed, votes “in favour of” the resolution to approve the Scheme at the Scheme Meeting must be received from a Requisite Majority of Envirosuite Shareholders. A Requisite Majority is:

- a majority in number (more than 50%) of Envirosuite Shareholders who are present and voting either in person or by proxy, attorney or, in case of corporate Envirosuite shareholders, by corporate representative; and
- at least 75% of the total number of votes cast on the resolution to approve the Scheme.

##### **(2) Approval of the Scheme by the Federal Court of Australia at the second Court hearing**

If the Scheme is approved at today’s meeting, Envirosuite will seek the approval of the Federal Court of Australia to implement the Scheme. The Second Court Hearing is scheduled for 10:15am (Melbourne time) on Friday, 8 August 2025.

##### **(3) FIRB approval**

The Scheme was subject to regulatory approval from the Foreign Investment Review Board. Ideagen advised that FIRB approval was received on 20 June 2025. As such, this condition precedent has been satisfied.

##### **(4) Other customary conditions**

Please note that the Scheme Implementation Deed outlines a number of other customary conditions which must be satisfied or waived for the Scheme to be implemented. A summary of these conditions has been set out in the Scheme Booklet in Section 3.4.

The Envirosuite Board are not currently aware of any circumstances that would prevent any of the outstanding Conditions Precedent from being satisfied or waived prior to the Second Court Hearing

#### **Slide 16 – Indicative Implementation Timetable**

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The indicative timetable for implementation of the Scheme, if it is approved, is on the current slide.



As mentioned, the Second Court Hearing is scheduled for 10:15am (Melbourne time) on Friday, 8 August 2025.

If the Court approves the Scheme, it will become Effective and will be binding on Envirosuite Shareholders on Monday, 11 August 2025. On this day, Envirosuite Shares will be suspended from official quotation on the ASX from the close of trading.

The Record Date will then be 5:00pm (Melbourne time) on Wednesday, 13 August 2025. Envirosuite Shareholders who hold Envirosuite Shares at this time will be entitled to receive the Scheme Consideration. If an Envirosuite Shareholder sells their Envirosuite Shares before the Record Date, they will not be entitled to receive the Scheme Consideration.

Envirosuite Shareholders will be paid the Scheme Consideration to which they are entitled on the Scheme Implementation Date, which is expected to be Wednesday, 20 August 2025.

These dates are indicative only and are subject to all necessary approvals from the Court and other regulatory authorities. If the outstanding conditions precedent are not satisfied or waived, or the Scheme is not approved, the Scheme will not proceed, and Envirosuite will continue as a standalone entity listed on the ASX.

#### **Slide 17 – Formal Business of the Scheme Meeting**

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We will now move to the formal business of the Scheme Meeting.

#### **Slide 18 – Resolution – Approval of the Scheme**

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I now refer you to the single item of business as set out in the Notice of the Scheme Meeting.

To consider and if, thought fit, to pass the following resolution in accordance with section 411(4)(a)(ii) of the Corporations Act:

"That, pursuant to and in accordance with section 411 of the Corporations Act:

- (a) the arrangement proposed between Envirosuite and the holders of its ordinary shares, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting, is agreed to; and
- (b) the directors of Envirosuite are authorised to agree to any alterations or conditions as are thought fit by the Court, and, subject to approval of the Scheme by the Court, the board of directors of Envirosuite is authorised to implement the Scheme with any of those modifications or conditions."

Proxy votes received in respect of this resolution are as displayed on the screen.

#### **Slide 19 – Q&A**

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We will now move to the Q&A session in relation to the Scheme and the Scheme Resolution. A reminder that this is a shareholder meeting, so only Envirosuite Shareholders and appointed proxies are entitled to ask questions.

#### **Slide 20 – Scheme Vote**

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I advise all shareholders that the poll on the Scheme Resolution will close shortly. If you have not yet submitted your votes via the online meeting platform, you should do so now.

#### **Slide 21 – Thank you and close**

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Formal results of the poll will be released to the ASX and the Company's website later today.

I would like to thank everyone for their attendance and for your time today. I now declare the Scheme Meeting CLOSED for all purposes.

**END**

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# Scheme Meeting

1 August 2025

ASX: EVS



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# Agenda

- 01** Introduction
- 02** Procedural matters
- 03** Scheme overview
- 04** Scheme resolution and Q&A
- 05** Scheme vote

# 01 Introduction



# Introduction to the Board of Directors



**Colby Manwaring**  
Non-Executive  
Chairman



**Jason Cooper**  
Managing Director  
& CEO



**Stuart Bland**  
Non-Executive  
Director



**Eric Winsborrow**  
Non-Executive  
Director

# Chair's Address



**Colby Manwaring**  
Non-Executive Chairman

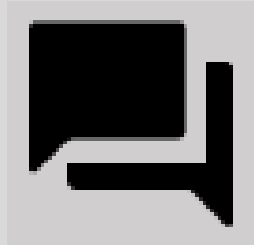
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## 02 Procedural matters

# Online attendees – How to ask a question



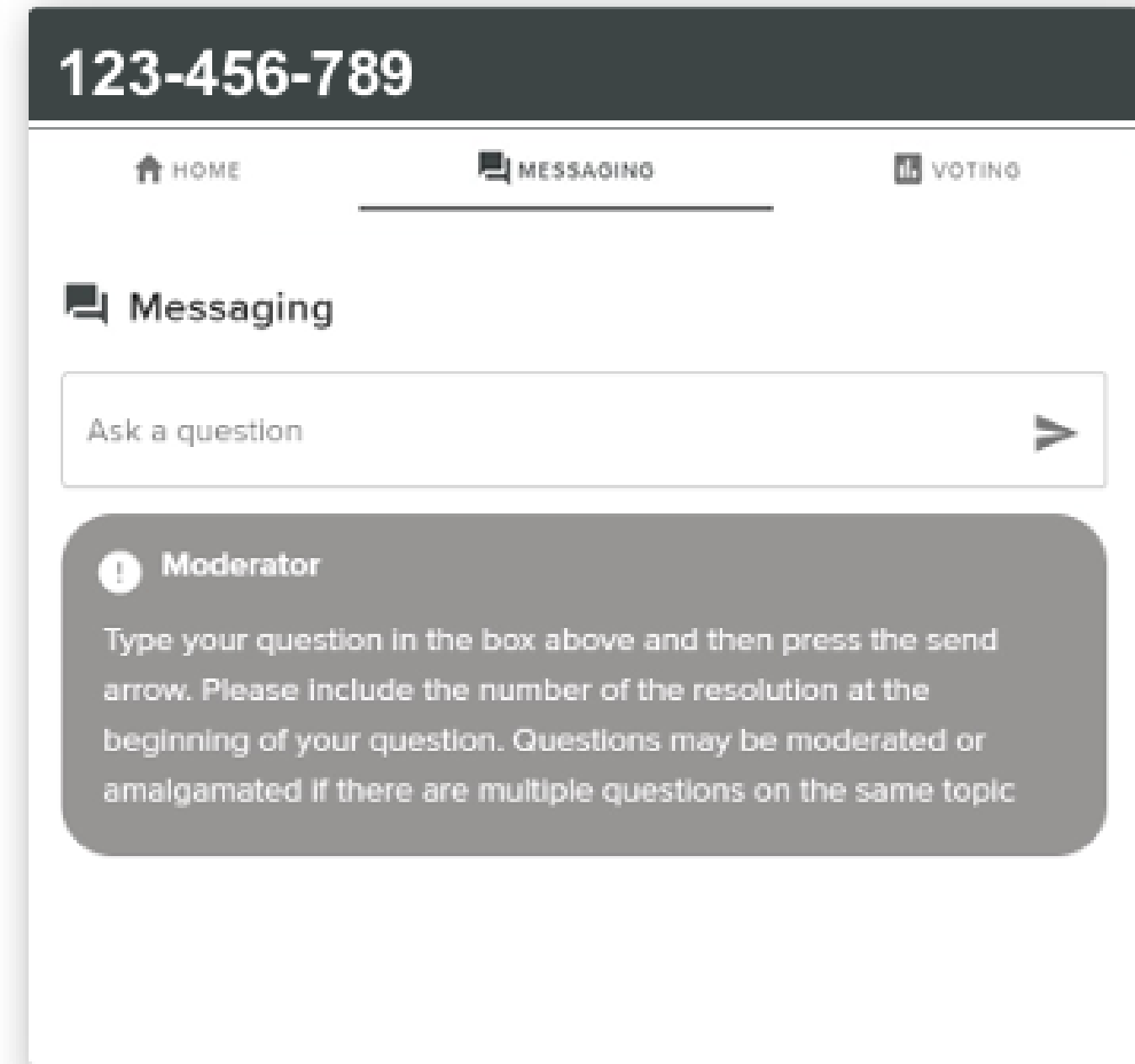
When the Question function is available, the messaging tab will appear at the top of the app



To send in a question, click in the 'Ask a question' box, type your question and press the send arrow



Your question will be sent immediately for review



# Online attendees – How to vote



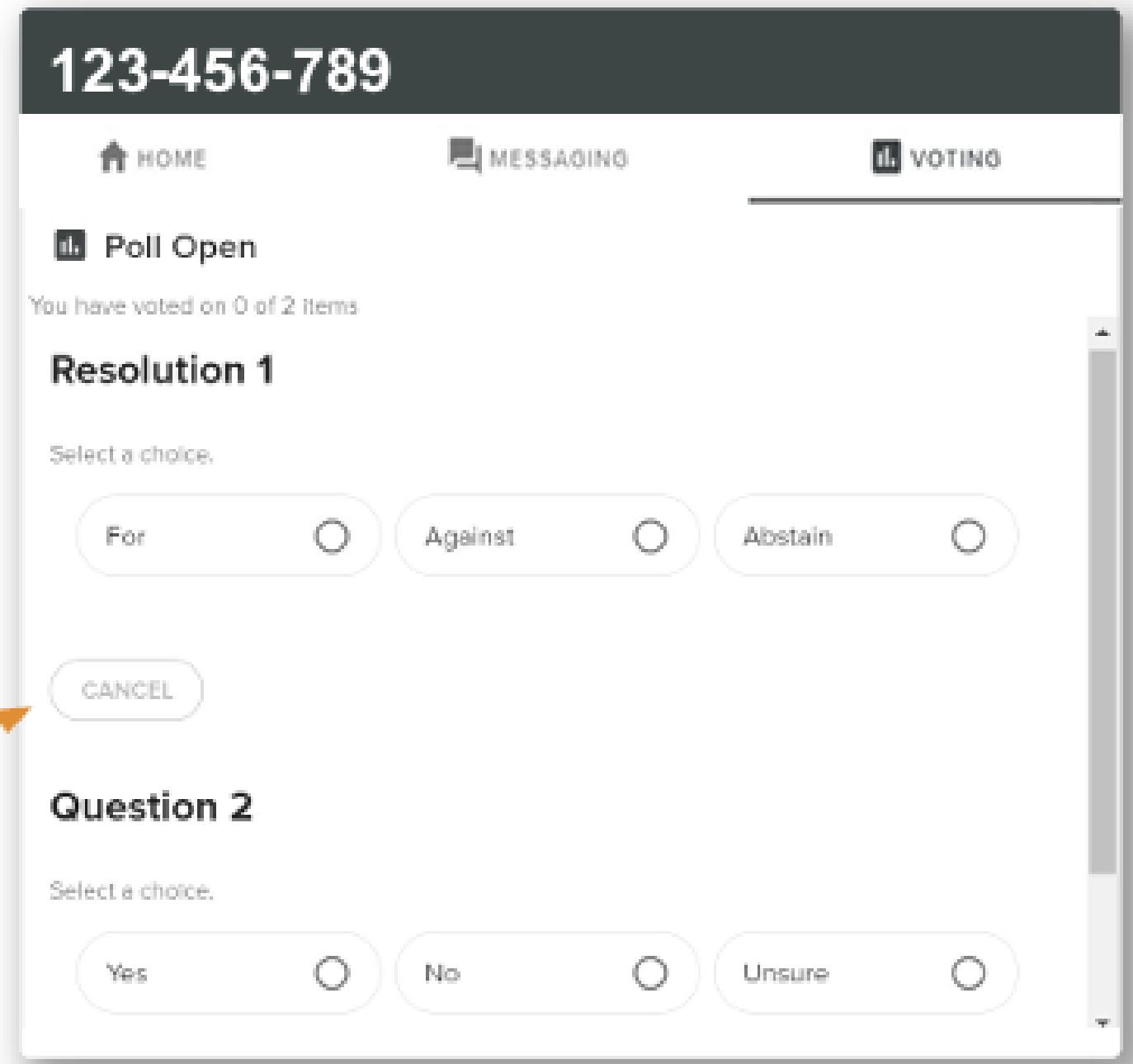
When open, the vote will be accessible by selecting the voting tab at the top of the screen



To vote simply select the direction in which you would like to cast your vote. The selected option will change colour



There is no submit or send button, your selection is automatically recorded. You can change your mind or cancel your vote any time before the poll is closed



## 03 Scheme overview

# Overview of the Scheme

- On 25 February 2025, Envirosuite announced it had received a non-binding, conditional and indicative proposal from Ideagen Limited (**Ideagen**) to acquire 100% of Envirosuite's issued securities by way of a scheme of arrangement for a cash consideration of \$0.10 per Envirosuite Share.
- On 22 April 2025, Envirosuite announced it had received a revised proposal from Ideagen to acquire 100% of Envirosuite's issued securities by way of a scheme of arrangement for a cash consideration of \$0.09 per Envirosuite Share.
- On 12 May 2025, Envirosuite announced it had entered a Scheme Implementation Deed with Ideagen, to acquire the fully diluted share capital in Envirosuite by way of Scheme of Arrangement, for cash consideration of \$0.09 per share.
- If the Scheme becomes Effective, Ideagen EVS BidCo Pty Limited (**Ideagen BidCo**), an indirect wholly-owned subsidiary of Ideagen, will acquire all Envirosuite Shares and Envirosuite will become an indirectly wholly-owned subsidiary of Ideagen.
- The Scheme Consideration payable to Envirosuite Shareholders if the Scheme becomes Effective represents a substantial premium to recent trading prices of Envirosuite Shares of approximately:
  - 109.3% to the last closing price of A\$0.043 per Envirosuite Share on 24 February 2025, being the last trading day before the announcement of the initial Ideagen Proposal;
  - 101.9% to the 5-day volume weighted average price (**VWAP**) based on cumulative trading volume from 18 February 2025 up to and including 24 February 2025;
  - 82.2% to the 3-month VWAP based on cumulative trading volume from 25 November 2024 up to and including 24 February 2025; and
  - 52.9% to the 6-month VWAP based on cumulative trading volume from 26 August 2024 up to and including 24 February 2025.

**envirosuite**

Envirosuite Limited  
ACN 122 919 948

## Scheme Booklet

for a scheme of arrangement between Envirosuite Limited (ACN 122 919 948) and its shareholders in relation to the proposed acquisition of Envirosuite Limited by Ideagen EVS BidCo Pty Limited (ACN 687 668 748), an indirectly wholly-owned subsidiary of Ideagen Limited.

### VOTE IN FAVOUR

The Envirosuite Directors unanimously recommend that you **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 Envirosuite Shareholders

**This is an important document and requires your immediate attention. You should read it carefully and in its entirety before deciding whether or not to vote in favour of the Scheme.**

If you are in doubt as to what you should do, you should consult your legal, financial or other professional adviser. If you have recently sold all your Envirosuite Shares, please ignore this Scheme Booklet. Envirosuite has established a Shareholder Information Line which you should call if you have any questions in relation to the Scheme. The telephone number for the Shareholder Information Line is 1300 737 760 (within Australia) and +61 2 9290 9600 (outside Australia). The Shareholder Information Line is open between Monday and Friday from 9:00am to 5:00pm (Melbourne time).

**MA** Moelis Australia  
Financial Adviser

**KING & WOOD MALLESONS**  
金杜律师事务所  
Legal Adviser

# Envirosuite Directors' recommendation

The Envirosuite Directors unanimously recommend that 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 Envirosuite shareholders.

Subject to the same qualifications, each Envirosuite Director intends to vote all the Envirosuite Shares held or controlled by them in favour of the Scheme.

# Reasons why you might vote for or against the Scheme

## Reasons you should vote for the Scheme

- ✓ The Envirosuite Directors unanimously recommend that you 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 interest of Envirosuite Shareholders
- ✓ The Independent Expert has concluded that the Scheme is fair and reasonable and in the best interest of Envirosuite Shareholders, in the absence of a superior alternative proposal
- ✓ The Scheme Consideration represents a significant premium to historical trading prices
- ✓ The Scheme Consideration provides Envirosuite Shareholders with certain and immediate value in cash
- ✓ If the Scheme does not proceed, and no comparable proposal is implemented, Envirosuite Shareholders will continue to be subject to the risk and uncertainties associated with Envirosuite's business
- ✓ If the Scheme does not proceed, and no comparable proposal is implemented, Envirosuite will need to explore options to continue funding the business, which could include extending its debt facilities, raising equity capital, or selling parts of its business
- ✓ No Superior Proposal has emerged as at the date of this Scheme Meeting and, as at the date of this Scheme Meeting, the Envirosuite Directors are not aware of any Superior Proposal that is likely to emerge
- ✓ Envirosuite's Share price may fall if the Scheme is not approved and in the absence of a Superior Proposal
- ✓ No brokerage or stamp duty will be payable by you on the transfer of your Envirosuite Shares

## Reasons you may wish to vote against the Scheme

- ✗ You may disagree with the Independent Expert and the Envirosuite Directors and believe that the Scheme is not in your best interests
- ✗ If the Scheme proceeds, you will no longer be an Envirosuite Shareholder and you will not participate in any potential upside that may result from being an Envirosuite Shareholder
- ✗ The tax consequences of transferring your Envirosuite Shares pursuant to the Scheme may not be optimal for your financial position
- ✗ You may consider that there is potential for a Superior Proposal to be made in the foreseeable future (however, as the date of this Scheme Meeting, no Superior Proposal has emerged and the Envirosuite Directors are not aware of any Superior Proposal that is likely to emerge)
- ✗ You may believe it is in your best interests to maintain your current investment and risk profile

# Independent Expert's conclusion

The Independent Expert, Grant Thornton Corporate Finance, has concluded that the Scheme is **fair and reasonable** and hence **in the best interests** of Envirosuite Shareholders, in the absence of a superior alternative proposal emerging.

The Independent Expert has concluded that the all-cash Scheme Consideration of A\$0.09 per Envirosuite Share is **within its assessed valuation range of A\$0.0767 and A\$0.1009** per Envirosuite Share.

A complete copy of the Independent Expert's Report is included in **Annexure A of the Scheme Booklet**. Envirosuite Shareholders should carefully review the Independent Expert's Report in its entirety.

# Status of conditions precedent

## Shareholder approval

- The Scheme remains subject to Envirosuite Shareholders passing the Scheme by the Requisite Majority at the Scheme Meeting.

## FIRB Approval

- Ideagen has advised that FIRB approval was received on 20 June 2025. As such, this Condition Precedent has been satisfied.

## ASIC and ASX

- Envirosuite is not aware of anything that would cause this Condition Precedent to not be satisfied.

## Court approval

- The Second Court Date is scheduled for Friday, 8 August 2025.

## Independent Expert

- The Independent Expert has concluded that the Scheme is fair and reasonable and in the best interest of Envirosuite Shareholders, in the absence of a superior alternative proposal.

## Convertible securities and Envirosuite Cash Incentives

- Envirosuite is not aware of anything that would cause this Condition Precedent to not be satisfied by 8:00am on the Second Court Date.

## Other conditions

- The Scheme is subject to a number of other customary conditions including no regulatory intervention, no Envirosuite Prescribed Event and no Material Adverse Change.
- Envirosuite is not aware of anything that would cause any of these Conditions Precedent to not be satisfied.

# Indicative Implementation Timetable

Second Court date	10.15am (Melbourne time), 8 August 2025
Effective Date of the Scheme	11 August 2025
Last date of trading of Envirosuite Shares on the ASX	Close of trading on the ASX on the Effective Date
Record Date for determining entitlement to the Scheme Consideration	5.00pm (Melbourne time), 13 August 2025
Implementation Date for the Scheme	20 August 2025

Notes: All dates following the date of the Scheme Meeting are indicative only and, among other things, are subject to all necessary approvals from the Court and other regulatory authorities. Any changes to the above timetable (which may include an earlier Second Court Hearing) will be announced through ASX.

## 04 Scheme resolution and Q&A



# Scheme resolution

To consider and if, thought fit, to pass the following resolution in accordance with section 411 of the Corporations Act:

*“That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act:*

*(a) the arrangement proposed between Envirosuite and the holders of its ordinary shares, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting, is agreed to; and*

*(b) the directors of Envirosuite are authorised to agree to any alterations or conditions as are thought fit by the Court and, subject to the approval of the Scheme by the Court, the board of directors of Envirosuite is authorised to implement the Scheme with any of those modifications or conditions.”*

## Voting Threshold

The resolution approving the Scheme must be passed by Envirosuite Shareholders by the Requisite Majority, being:

- a majority in number (more than 50%) of Envirosuite Shareholders who are present and voting either in person or by proxy, attorney or, in the case of corporate Envirosuite Shareholders, by corporate representative; and
- at least 75% of the total number of votes cast on the resolution to approve the Scheme by Envirosuite Shareholders who are present and voting either in person, or by proxy, attorney, or in the case of corporate shareholders, by corporate representative.

## Proxy votes received:

For	Against	Open <sup>1</sup>	Total valid available votes	Abstained
853,861,916	4,265,377	47,588,395	905,715,688	50,000
94.28%	0.47%	5.25%		

Notes: The Chair will vote undirected proxies in favour of the Scheme Resolution.

# Q&A

## 05 Scheme Vote



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**Closure of Scheme Meeting**  
**Thank you for your attendance**