



ASX : DNA

asx release

4 August 2025

RESULTS OF SCHEME MEETING

Donaco International Limited (**Donaco** or the **Company**) is pleased to announce that the requisite majorities of Donaco shareholders today voted in favour of On Nut Road Limited's (**ONR**) proposed acquisition of 100% of the shares in Donaco that it does not already own via a scheme of arrangement (**Scheme**).¹

Voting results

Donaco advises that the resolution to approve the Scheme (as set out in the Notice of Meeting at Annexure D of the Scheme Booklet released on 23 June 2025) was passed by the requisite majorities of Donaco shareholders. The vote on the resolution was conducted by a poll.

In accordance with Listing Rule 3.12.2 and section 251AA of the *Corporations Act 2001* (Cth), a detailed report of the proxies received and the votes cast on the resolution to approve the Scheme is included in **Appendix 1** to this announcement.

In summary:

- 98.11% of votes cast by Donaco shareholders were in favour of the Scheme; and
- 77.50% of Donaco shareholders present and voting (in person or by proxy, attorney or corporate representative) voted in favour of the Scheme.

Next steps

The Scheme remains subject to the approval by the Supreme Court of New South Wales (**Court**) at a hearing scheduled for Thursday, 7 August 2025 (**Second Court Hearing**) and certain other customary conditions precedent as previously announced and described in the Scheme Booklet.²

If the outstanding conditions precedent are satisfied or waived (as applicable) prior to the Second Court Hearing, and the Court approves the Scheme, DNA intends to lodge a copy of the orders of the Court with the Australian Securities and Investments Commission on Friday, 8 August 2025, so that the Scheme will become effective on that date. If this occurs, it is expected that DNA shares will be suspended from trading on the ASX with effect from close of trading on Friday, 8 August 2025.

Implementation of the Scheme is expected to occur on Tuesday, 19 August 2025.

¹ ASX announcement dated 17 March 2025, "DNA enters Scheme Implementation Deed".

² The Second Court Hearing will only occur if all of the remaining conditions precedent to the Scheme (other than the Supreme Court of New South Wales' approval of the Scheme) have been satisfied or waived as at 8:00 am (AEST) on Thursday, 7 August 2025 (being the date that is currently scheduled to be the Second Court Date). Full details of the conditions precedent to the Scheme (and other terms of it) are set out in the Scheme Implementation Deed entered into between DNA and ONR on 16 March 2025, a summary of which is included in the Scheme Booklet and which is available on the ASX website at www.asx.com.au and on DNA's website at www.donacointernational.com.

Indicative timetable

The key dates expected for the Scheme are as follows:

Action	Indicative Date
Second Court Date	Thursday, 7 August 2025
Effective Date (last date of trading Donaco shares on ASX)	Friday, 8 August 2025
Scheme Record Date (for determining entitlements to the Scheme Consideration)	5.00 pm on Tuesday, 12 August 2025
Implementation Date (and date of payment of the Scheme Consideration)	Tuesday, 19 August 2025

Note: All times and dates in the above timetable are references to Australian Eastern Standard Time (AEST) and dates in Sydney, Australia (unless stated otherwise). All dates are indicative only and, among other things, are subject to all necessary approvals from the Court and any other conditions to the Scheme having been satisfied or, if applicable, waived. Donaco reserves the right to vary the times and dates set out above. Any changes to the above timetable will be announced on ASX and notified on Donaco's website at <https://www.donacointernational.com>.

Further information

Shareholders who have questions in relation to the Scheme can direct their questions to the Donaco Shareholder Information Line on +61 8 6430 1300 Monday to Friday (excluding public holidays) between 9:00 am and 5:00 pm (AWST). Any shareholder enquiries can also be emailed to donaco@fticonsulting.com.

-ENDS-

Authorised for release by the Board.

For further information, contact:

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Appendix 1: Detailed report of the votes cast on the resolution to approve the Scheme

Donaco International Limited
SM
Monday, 04 August 2025
Results of Meeting

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result	If s250U applies
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried	
Scheme Resolution: 'That pursuant to, and in accordance with, section 411 of the Corporations Act 2001 (Cth): (a) the Scheme proposed between the Company and the holders of its fully paid ordinary shares (other than an Excluded Shareholder), the terms of which are contained in and more precisely described in the Scheme Booklet of which the notice convening this meeting forms part, is approved, with or without alterations or conditions as approved by the Court to which the Company and On Nut Road Limited agree; and (b) the Company is authorised, subject to the terms of the Scheme Implementation Deed, to: (i) agree to any such alterations or conditions; and (ii) subject to approval by the Court, implement the Scheme with any such alterations or conditions.'	Special	581,368,842 77.83%	14,219,977 1.90%	151,374,724 20.27%	120,000	736,715,566 98.11% 93 77.50%	14,219,977 1.89% 27 22.50%	120,000 1	Carried	NA

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

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