

JOHNS LYNG GROUP LIMITED (ASX:JLG)

ASX Statement

2 September 2025

Johns Lyng Group Shareholders to vote on proposed Scheme

Johns Lyng Group Limited (**JLG**) refers to its announcement on 11 July 2025 regarding the scheme implementation deed (**SID**) that JLG entered into with Sherwood BidCo Pty Ltd (**Bidder**) an entity owned and controlled by funds managed and advised by Pacific Equity Partners Pty Limited, under which it is proposed that Bidder will acquire 100% of the issued shares in JLG by way of a scheme of arrangement between JLG and its shareholders (**Scheme**).

Unless otherwise defined in this announcement, capitalised terms in this announcement have the meaning given to them in the SID.

Under the terms of the Scheme:

- JLG Shareholders that are not Relevant Shareholders (**General JLG Shareholders**) participating in the Scheme will receive \$4.00 cash (**Cash Consideration**) for each JLG share held by the General JLG Shareholder on the Record Date;
- JLG Shareholders that are Relevant Shareholders¹ have the option to make an Election to receive some or all of their Scheme Consideration in the form of Scrip Consideration, being 4 shares in Bidder's ultimate holding company for every 1 JLG share in respect of which they make their Election, with Cash Consideration for the remainder of their JLG shares; and
- any Relevant Shareholder who does not make a valid Election will receive 100% of their entitlement to Scheme Consideration in the form of Cash Consideration.

Court has made orders convening the Scheme Meetings

Earlier today, the Supreme Court of New South Wales made orders:

1. directing JLG to convene separate meetings of General JLG Shareholders and Relevant Shareholders to consider and vote on the Scheme (together, the **Scheme Meetings**); and
2. approving the distribution to JLG Shareholders of an explanatory statement providing information about the Scheme, including the notices convening the Scheme Meetings (**Scheme Booklet**).

The Scheme Meeting for General JLG Shareholders (**General Scheme Meeting**) will be held as a hybrid meeting at 10.00am (Melbourne time) on Wednesday, 8 October 2025 at the office of MinterEllison, Level 20, 447 Collins Street, Melbourne, Victoria and through the online platform via the following link: <https://meetings.openbriefing.com/JLGGENERALScheme>.

The Scheme Meeting for Relevant Shareholders will be held as a hybrid meeting at 10.30am (Melbourne time) or at the conclusion or adjournment of the General Scheme Meeting (whichever time is later) on Wednesday, 8 October 2025 at the office of MinterEllison, Level 20, 447 Collins Street, Melbourne, Victoria and through the online platform via the following link: <https://meetings.openbriefing.com/JLGRELEVANTScheme>.

¹ A Relevant Shareholder is an individual, or an entity controlled by an individual (both the entity and controlling individual a Relevant Shareholder), who, as at 11 July 2025, was (directly or through the controlled entity) a shareholder of JLG and, as at 11 July 2025, was an employee of the JLG or any of its subsidiaries and who remains an employee of JLG or any of its subsidiaries as at 5.00pm on the Election Date, being Friday, 3 October 2025.

Scheme Booklet to be dispatched shortly

Information relating to the Scheme, including the notices convening the Scheme Meetings and the Independent Expert's Report will be included in the Scheme Booklet expected to be sent to JLG Shareholders on or before Monday, 8 September 2025 following registration of the Scheme Booklet with the Australian Securities and Investments Commission (**ASIC**).

A further announcement attaching the Scheme Booklet will be released by JLG following registration of the Scheme Booklet by ASIC.

Independent Directors' recommendation and voting intention

The Independent Directors unanimously recommend voting in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert concluding that the Scheme is fair and reasonable and therefore in the best interest of JLG Shareholders. Subject to those same qualifications, each Independent Director intends to vote all JLG Shares held or controlled by them in favour of the Scheme.

ENDS

The release of this announcement was authorised by the Independent Board Committee of Johns Lyng Group Limited.

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