

ASX Announcement

28 November 2025

Scheme of Arrangement becomes legally effective

Further to the announcement made yesterday, Lynch Group Holdings Limited (ASX:LGL) (**Lynch** or the **Company**) confirms it lodged an office copy of orders made by the Federal Court of Australia (**Court**) approving the proposed acquisition of all of the shares in the Company by Darwin Aus Bidco Pty Ltd by way of a scheme of arrangement (**Scheme**) with the Australian Securities and Investments Commission (**ASIC**) pursuant to section 411(10) of the *Corporations Act 2001* (Cth).

An office copy of the Court orders lodged with ASIC is attached to this announcement.

The Scheme is now legally Effective, and quotation of Lynch Shares on the ASX will be suspended from the close of trading today.

It is expected that implementation of the Scheme will occur on Tuesday, 9 December 2025 (**Implementation Date**). On the Implementation Date, Lynch Shareholders who have been recorded on the Lynch Share Register as owning Lynch Shares at 5.00pm (AEDT) on Tuesday, 2 December 2025 (being the Scheme Record Date), will receive A\$2.155 cash consideration for each Lynch Share they hold. Where the amount to be paid to a Lynch Shareholder would include a fraction of a cent, it will be rounded to the nearest whole number in accordance with clause 6.4 of the Scheme.

All times and dates remain subject to change. Any changes will be announced by Lynch to ASX.

Further information

For further information in relation to the Scheme, please contact support@cm.mpms.mufg.com, or call the Lynch Share Registry, MUFG Corporate Markets (AU) Limited Shareholder Information Line on 1300 495 169 (within Australia) or +61 1300 495 169 (outside Australia) between 8.30am to 5.00pm (AEDT) Monday to Friday, excluding public holidays.

Unless otherwise indicated, capitalised terms have the meaning given to them in the Scheme Booklet dated 21 October 2025.

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Authorised for release by the Board of Lynch Group Holdings Limited

For further information please contact:

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Federal Court of Australia

District Registry: Victoria Registry

Division: General

No: VID1133/2025

IN THE MATTER OF LYNCH GROUP HOLDINGS LIMITED (ACN 608 543 219)

LYNCH GROUP HOLDINGS LIMITED (ACN 608 543 219)

Plaintiff

ORDER

JUDGE: Justice Beach

DATE OF ORDER: 27 November 2025

WHERE MADE: Melbourne

OTHER MATTERS:

There has been produced to the Court a statement in writing by the Australian Securities and Investments Commission (ASIC) in accordance with s 411(17)(b) of the *Corporations Act 2001* (Cth) (Act), stating that ASIC has no objection to the scheme of arrangement which was agreed to by the shareholders of the plaintiff at a meeting on 21 November 2025, the terms of which were set out in Annexure A to the orders of the Court made on 21 October 2025 (Scheme).

THE COURT ORDERS THAT:

1. Pursuant to s 411(4)(b) of the Act, the Scheme is hereby approved.
2. Pursuant to s 411(12) of the Act, the plaintiff be exempted from compliance with s 411(11) of the Act in respect of the Scheme.
3. An office copy of these orders be lodged with ASIC.
4. These orders be entered forthwith.

Date orders authenticated: 27 November 2025


Registrar

Note: Entry of orders is dealt with in Rule 39.32 of the *Federal Court Rules 2011*.

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