

ASX Release | June 2, 2026 | ASX:QOR

# Scheme Booklet Despatched

Qoria Limited ACN 167 509 177 (ASX: QOR) (**Qoria**) refers to its announcements on:

- 2 February 2026 and subsequently in relation to the proposed acquisition by Aura Consolidated Group, Inc. ARBN 695 488 843 (**Aura**) of all of the fully paid ordinary shares in Qoria (**Qoria Shares**) in consideration for the issue of shares in common stock of Aura, in the form of CHESS Depository Interests, by way of a scheme of arrangement between Qoria and its shareholders (**Scheme**) under Part 5.1 of the *Corporations Act 2001* (Cth);
- 27 May 2026 in relation to the orders of the Federal Court of Australia (**Court**) directing Qoria to convene and hold a meeting of Qoria Shareholders to consider and vote on the Scheme (**Scheme Meeting**) and approving the despatch to Qoria Shareholders of an explanatory statement containing information about the Scheme, together with the notice of Scheme Meeting (**Scheme Booklet**); and the registration of the Scheme Booklet by the Australian Securities and Investments Commission.

Capitalised terms used in this announcement have the meaning given to them in the Scheme Booklet, unless otherwise specified.

## Despatch of the Scheme Booklet

Qoria has today completed the despatch of the Scheme Booklet to Qoria Shareholders as follows, in accordance with the orders of the Court:

- Qoria Shareholders who have previously elected to receive communications electronically from Qoria have been sent an email which contains instructions about how to access the Scheme Booklet online, as well as instructions on how to lodge proxy appointments for the Scheme Meeting and instructions for Unmarketable Parcel Shareholders to access the Election Form to opt out of the Sale Facility and Direct Cash-Out Facility;
- Qoria Shareholders who have elected to receive communications in full in hard copy have been sent a letter (sent by post to their registered address) with a printed copy of the Scheme Booklet together with a personalised Proxy Form for the Scheme Meeting; and
- Qoria Shareholders who have not made an election on how to receive communications have been sent a letter (sent by post to their registered address) containing instructions about how to access the Scheme Booklet online, as well as instructions on how to lodge proxy appointments for the Scheme Meeting and instructions for Unmarketable Parcel Shareholders to access the Election Form to opt out of the Sale Facility and Direct Cash-Out Facility, and a personalised Proxy Form for the Scheme Meeting.

A sample Proxy Form is **attached** to this announcement.

The Scheme Booklet is available for viewing and downloading on Qoria's website at <https://qoria.com/> and on Qoria's ASX market announcements platform at <https://www.asx.com.au/markets/company/QOR>.

Qoria Shareholders should read the Scheme Booklet in its entirety before deciding whether or not to vote in favour of the Scheme. The Scheme Booklet includes important information relating to Qoria Shareholders' votes, including reasons why Qoria Shareholders may wish to vote in favour of or against the Scheme Resolution, and details regarding Aura's intentions in respect of the Merged Group from implementation of the Scheme (including key risks). If you are in any doubt as to how to deal with the Scheme Booklet, you should consult your financial, legal or other professional adviser.

## Independent Expert's Report

The Scheme Booklet includes (as Annexure A to the Scheme Booklet) 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 **NOT FAIR BUT REASONABLE** and hence in the **BEST INTERESTS** of Qoria Shareholders in the absence of a superior alternative proposal emerging.

The Independent Expert's conclusion should be read in context with the full Independent Expert's Report, which, in addition to other information, details the reasons why the Independent Expert reached this conclusion.

## Qoria Directors' Recommendation

The directors of Qoria (**Qoria Directors**) unanimously recommend that Qoria Shareholders vote in favour of the Scheme, in the absence of a Qoria Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Qoria Shareholders. Subject to the same qualifications, the Qoria Directors intend to vote, or procure the voting, in favour of the Scheme with respect to any Qoria Shares controlled or held by, or on behalf of, them.<sup>1</sup>

## Further Information

If after reading the Scheme Booklet you have any questions about the Scheme or the Scheme Booklet, please contact the Qoria Information Line on 1300 125 725 (from within Australia) or +61 3 9415 4860 (from outside Australia), Monday to Friday (excluding public holidays) between 8:30am and 5:00pm (Melbourne time).

This announcement has been approved for release by the board of Qoria Limited.

For more information, please contact:

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+61 413 563 333

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<sup>1</sup> Qoria Shareholders should have regard to the interests of Qoria Directors when considering the Qoria Directors' recommendation in relation to the Scheme, which appears throughout the Scheme Booklet. For further details on the Qoria Directors' personal benefits in relation to the Scheme refer to the heading titled "Important information regarding Qoria Directors' recommendations" on page 3 of the Scheme Booklet and Sections 5.13, 5.14 and 7.6(d) of the Scheme Booklet. Please also refer to Section 11.1 of the Scheme Booklet for details regarding the treatment of Qoria Equity Incentives in relation to the Scheme.



Qoria Limited ABN 33 167 509 177

QOR

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**

1300 125 725 (within Australia)  
+61 3 9415 4860 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10.00am (Perth time)** on **Tuesday, 30 June 2026**.

# Proxy Form

This Proxy Form should be read along with the remainder of the Scheme Booklet issued by Qoria Limited ACN 167 509 177 (**Company**) (which contains the Notice of Scheme Meeting) (**Scheme Booklet**) that accompanies this Proxy Form. Capitalised terms used but not defined in this Proxy Form have the same meaning as given to them in the Scheme Booklet (unless the context requires otherwise). The Scheme Booklet can be accessed on the Company's announcement platform at [www.asx.com.au](http://www.asx.com.au).

## How to Vote on the Item of Business

All your Qoria Shares will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite the item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on the item your vote will be invalid on the item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of Qoria Shares you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the Scheme Meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of Qoria Shares for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of Qoria Shares for each in Step 1 overleaf.

**A proxy need not be a member of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the Qoria Shareholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the Qoria Shareholders must sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE SCHEME MEETING

#### Corporate Representative

If a representative of a corporate Qoria Shareholder or proxy is to participate in the Scheme Meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Qoria Shareholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.



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I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Qoria Limited ACN 167 509 177 hereby appoint

the Chair of the Scheme Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chair of the Scheme Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Scheme Meeting, as my/our proxy to act generally at the Scheme Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Scheme Meeting of Qoria Limited ACN 167 509 177 to be held at Forrest Centre, Suite 1, Level 14, 221 St Georges Terrace, Perth, WA 6000 on Thursday, 2 July 2026 at 10.00am (Perth time) and at any adjournment or postponement of that Scheme Meeting.

## Step 2 Item of Business

**PLEASE NOTE:** If you mark the **Abstain** box for the item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Approval of the Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Scheme Meeting intends to vote undirected proxies in favour of Resolution 1 (the Scheme Resolution), 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 Qoria Shareholders. If there is a change in how the Chair intends to vote undirected proxies, Qoria will make an announcement to ASX.

## Step 3 Signature of Shareholder(s)

*This section must be completed.*

Individual or Shareholder 1

Sole Director & Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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Computershare

