

12 December 2022  
ASX Announcement via electronic lodgement

## CHAIR'S ADDRESS AND PRESENTATION

Beyond International Limited (**ASX: BYI**) (**Beyond**) refers to the proposed acquisition of Beyond by ScreenTime Pty Limited, a wholly owned subsidiary of Banijay Entertainment SAS by way of scheme of arrangement (**Scheme**), as announced to the ASX on 6 October 2022.

In accordance with ASX Listing Rule 3.13, attached to this announcement are the following documents to be presented at the meeting for the Scheme (**Scheme Meeting**) being held in person at 5:00pm (Sydney time) today at BDO, Level 11, 1 Margaret Street, Sydney, NSW, 2000:

- Chair's address; and
- Scheme Meeting presentation slides.

The voting results of the Scheme Meeting will be communicated to the ASX shortly after the conclusion of the Scheme Meeting.

**ENDS**

## SCHEME MEETING – CHAIR’S ADDRESS

12 December 2022 – 5:00pm (Sydney time)

### Welcome by the chair

Good afternoon everyone. My name is Ian Ingram. I am Chair of the Beyond International Limited Board of Directors. I will be chairing today’s meeting, which is the Scheme Meeting of the shareholders of Beyond.

Before proceeding, I would like to acknowledge the many traditional owners of the country on which we are meeting today, and recognise their continuing connection to land, waters and culture. I pay my respects to their Elders past, present and emerging.

It is now past 5:00pm (AEDT), being the scheduled start time for the meeting, and our Company Secretary has informed me that a quorum of shareholders is present. Accordingly, I declare the meeting and poll OPEN.

On behalf of the board and management team at Beyond, I welcome you to this Scheme Meeting, which has been convened pursuant to an order of the Supreme Court of New South Wales made on 10 November 2022 in connection with the proposed Scheme of Arrangement between Beyond and its shareholders.

The purpose of this meeting is for shareholders to vote on the proposed Scheme of Arrangement under Part 5.1 of the Corporations Act 2001 (Cth) under which Screentime Pty Limited (who I will refer to during this meeting as Screentime), a wholly-owned subsidiary of Banijay Entertainment SAS (who I will refer to during this meeting as Banijay), being a French company which operates a global media business and which forms part of the Paris-based Banijay Group, an independent international media-content producer and distributor group, will acquire all of the shares in Beyond held by Beyond shareholders.

I remind everyone that this is a shareholders’ meeting and only Beyond shareholders, appointed proxies, corporate representatives and attorneys have the right to speak at the meeting. I also welcome our visitors to this meeting. If you have not already done so, could you please switch your mobile phones to silent.

In the event of an emergency, please take direction from the staff of BDO.

### Procedural matters

(Slide 2)

Before commencing the business of today’s meeting, I would like to outline the procedure for the meeting.

As outlined in Beyond’s Scheme Booklet dated 11 November 2022, the resolution to be voted on by shareholders at today’s meeting will be decided by a poll. The proposed resolution is set out in the notice of meeting contained in the Scheme Booklet.

If you are entitled to vote, you will have been issued with a blue voting card when registering for the meeting. If there is any person present who believes they are entitled to vote but does not have a blue voting card, would you please raise your hand and a Computershare staff member will assist you.

On the reverse of your blue voting card is your voting paper which details the resolution that is being put to this poll. Shareholders, and proxyholders with open votes, will need to mark a box beside the resolution to indicate how you wish to cast the vote – for, against or abstain.

Please ensure that you print your name where indicated and sign the voting paper.

When you have finished filling in your voting paper, please lodge it in a ballot box as directed by the Computershare staff. Your vote cannot be counted unless it is lodged.

If you are a proxyholder and only have directed votes (for and/or against) as shown on the summary of votes attached to your voting card, you do not need to do anything other than signing and placing that voting card in a ballot box as directed by the Computershare staff.

If you require any assistance, the Computershare and Beyond staff are here to assist you. Please raise your hand if you require assistance.

I now declare the poll open. You may vote at any time from now until I close the poll. I will provide a warning

before closing the poll.

I confirm that I hold a number of open proxies as Chair of the meeting. As set out in the Notice of Scheme Meeting, I will vote all available undirected proxies in favour of the Scheme.

After the meeting closes, your votes will be counted by our securities registry, and the results will be announced to the ASX via the Company Announcement Platform as soon as possible.

## **Scheme consideration**

(Slide 3)

If the Scheme is approved, you will be entitled to receive \$0.7744 cash for each Beyond share that you own.

This amount represents:

- a significant 54.88% premium to Beyond's closing share price of \$0.50 on 5 October 2022 (being the last day on which Beyond shares traded before the scheme of arrangement was announced);
- a 92.16% premium to the 3-month volume weighted average price of a Beyond share to 5 October 2022 of \$0.403; and
- an implied equity value of \$47,499,348.02.

## **Independent Expert's conclusion**

(Slide 4)

The Beyond Directors appointed Titan Partners Corporate Finance Pty Limited as the Independent Expert to assess the merits of the scheme of arrangement. The Independent Expert has concluded that the Scheme is fair and reasonable and, therefore, is in the best interests of Beyond Shareholders, in the absence of a Superior Proposal. A copy of the Independent Expert's Report is included in Annexure 1 of the Scheme Booklet.

## **Beyond board recommendation**

(Slide 5)

The Beyond board confirms that as at the time of today's meeting, no superior proposal has emerged and the Beyond directors are not aware of any superior proposal that is likely to emerge. As such, the Beyond board unanimously recommend that Beyond shareholders vote in favour of the scheme.

Prior to today's meeting, each Beyond director has voted, or procured the voting of, any Beyond shares held or controlled by them as at the time of this meeting in favour of the scheme by voting in favour of the resolution.

## **Status of conditions precedent**

Implementation of the Scheme remains subject to the following conditions precedent:

- approval of the Scheme Resolution by Beyond shareholders; and
- approval of the Scheme by the Supreme Court of New South Wales at the second Court hearing.

The Scheme is also subject to other customary conditions precedent which are described in detail in the Scheme Booklet.

As at the time of today's meeting, the Beyond directors are not aware of any circumstances which would cause any of the outstanding conditions not to be satisfied (or waived, if applicable).

## **Timetable**

(Slide 6)

If the Scheme is approved by Beyond shareholders today, the key events and the expected timing in relation to the approval and implementation of the Scheme are:

- The Court hearing to approve the Scheme is scheduled for 15 December 2022. If the Scheme is approved by the Court, lodgement of the Court orders with ASIC and suspension from trading on the ASX for Beyond shares is expected to occur on 16 December 2022.
- The Scheme is then expected to be implemented on 30 December 2022, and it is on this date that

the Scheme consideration will be provided to Beyond shareholders in respect of shares held on the record date for the Scheme, which is expected to be 7:00pm (AEDT) on 20 December 2022.

These dates are subject to the satisfaction of the outstanding conditions precedent. Any changes to these dates or times will be announced to the ASX.

### **Scheme vote**

(Slide 7)

We will now move to the formal business of this meeting.

The sole item of business is the Scheme Resolution, which is set out in the notice of this meeting that is included in the Scheme Booklet. The purpose of the Scheme Meeting is to consider and, if thought fit, agree to the scheme of arrangement proposed to be made between Beyond and its shareholders.

The Scheme Resolution is now shown on screen.

For the proposed Scheme to be binding, the Scheme Resolution must be agreed by:

- a majority in number of Beyond shareholders present and voting on the resolution either in person, by proxy or attorney, or in the case of a corporate holder, by duly appointed corporate representative; and
- at least 75% of the total number of votes cast by Beyond shareholders present and voting on the resolution.

### **Questions**

(Slide 8)

I would now like to open the meeting to questions in relation to the proposed Scheme.

All questions are to be made to me, as the Chair of the meeting.

Questions may only be asked by Beyond shareholders, or their proxy or attorney, or in the case of a corporate holder, by their duly appointed corporate representative.

Before taking any questions, I request that, given the business of the meeting, questions be limited to the subject matter of the Scheme Resolution only due to the limited time we have for today's meeting, and I kindly ask that each person limits themselves to asking only 2 questions at first instance.

Questions which are not related to the proposed Scheme will not be answered. If time permits, I may invite people who have already asked two questions to ask a third question.

I will endeavour to answer your questions straight away. However, I may take a question on notice if an immediate answer is not available or if the question is specific and not of interest to Beyond shareholders as a whole.

If you wish to ask a question, please stand and introduce yourself to the meeting by providing your full name, before proceeding to ask the question.

Are there any questions in relation to the proposed Scheme?

I believe there are no further questions in relation to the proposed Scheme, and I therefore conclude discussion on this item of business.

### **Voting on Scheme Resolution**

(Slide 9)

I now ask shareholders to cast their vote in relation to the Scheme Resolution if they have not already done so, as voting and the poll will be closing shortly.

Details of the proxies received in respect of the Scheme prior to the meeting are now shown on the screen.

Would you please indicate by raising your hand if you require more time to complete your voting paper?

Thank you. I believe all voting cards have now been lodged.

**Thank you**  
(Slide 10)

I would like to take this opportunity to thank all of our shareholders.

Given that some shareholders may require additional time to finalise their vote, there will be a five-minute grace period at the conclusion of this meeting to allow shareholders to complete their voting.

The results of today's meetings will be released through the ASX as soon as available.

This now concludes the formal business of today's meeting. Thank you for your attendance during today's meeting and to those shareholders who participated by proxy.

I now declare today's meeting and poll closed for all purposes, subject to the conduct and conclusion of the poll.

For personal use only

# **Beyond International Limited**

## Court ordered scheme meeting

12 December 2022 at 5:00pm  
(Sydney time)

BDO, Level 11, 1 Margaret Street,  
Sydney, NSW, 2000



# Procedural matters

Meeting and voting procedures



# Scheme consideration

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This amount represents:

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- a 92.16% premium to the 3-month volume weighted average price of a Beyond share to 5 October 2022 of \$0.403; and
- an implied equity value of \$47,499,348.02.

# Independent Expert's conclusion

The Beyond Directors appointed Titan Partners Corporate Finance Pty Limited as the Independent Expert to assess the merits of the scheme of arrangement.

The Independent Expert has concluded that the Scheme is fair and reasonable and, therefore, is in the best interests of Beyond Shareholders, in the absence of a Superior Proposal.

A copy of the Independent Expert's Report is included in Annexure 1 of the Scheme Booklet.

# Beyond board recommendation

The Beyond board confirms that as at the time of today's meeting, no superior proposal has emerged and the Beyond directors are not aware of any superior proposal that is likely to emerge.



The Beyond board unanimously recommends that you vote in favour of the Scheme



Each Beyond director has voted, or procured the voting of, any Beyond shares held or controlled by them as at the time of this meeting in favour of the Scheme

# Timetable

| <b>If the Scheme is approved by Beyond Shareholders</b>   |                            |
|---|----------------------------|
| <b>Second court hearing</b><br>Court hearing to approve the Scheme (Second Court Date)  | 15 December 2022           |
| <b>Effective Date</b><br>Court order lodged with ASIC and announcement to ASX<br>Last day of trading in Beyond Shares – Beyond Shares will be suspended from trading on ASX from close of trading | 16 December 2022           |
| <b>Scheme Record Date</b> (for determining entitlements to Scheme Consideration)  | 7:00pm on 20 December 2022 |
| <b>Implementation Date</b><br>Provision of Scheme Consideration   | 30 December 2022           |

All times and dates in the above timetable are references to the time and date in Sydney, Australia and all such times and dates are subject to change. Certain times and dates are conditional on the approval of the Scheme by Beyond Shareholders and by the Court. Any changes will be announced by Beyond to the ASX.

# Scheme Resolution

To consider and, if thought fit, pass (with or without amendment) the following resolution:

'That, pursuant to and in accordance with the provisions of section 411 of the *Corporations Act 2001* (Cth), the scheme of arrangement proposed between Beyond International Limited and the holders of its ordinary shares, as contained in and more particularly described in the scheme booklet of which the notice convening this meeting forms part, is agreed to, with or without alterations or conditions as approved by the Supreme Court of New South Wales to which Beyond International Limited and Banijay Entertainment SAS agree.'

# Questions?



# Proxy results

|                      | Number of votes cast | % of votes cast <sup>1</sup> | Number of shareholders | % of shareholders <sup>1</sup> |
|----------------------|----------------------|------------------------------|------------------------|--------------------------------|
| For                  | 57,822,967           | 99.96%                       | 77                     | 88.51%                         |
| Open                 | 0                    | 0.00%                        | 0                      | 0.00%                          |
| Against              | 25,926               | 0.04%                        | 6                      | 6.90%                          |
| <b>Total</b>         | <b>57,848,893</b>    | <b>100%</b>                  | <b>87*</b>             | <b>100%*</b>                   |
| Abstain <sup>2</sup> | 348                  | N/A                          | 1                      | N/A                            |
| Requisite majorities | At least 75%         |                              | At least 50%           |                                |

<sup>1</sup> Figures rounded to two decimal places.

<sup>2</sup> Votes relating to a shareholder who abstains are not counted in determining the requisite majorities.

\* Includes 4 split vote proxies which are not included in any other group (for, open, against, abstain).

Thank you

