

## Allkem Scheme Meeting - Chairman's address and presentation

Allkem Limited (ASX and TSX: AKE, "Allkem") refers to the proposed merger of equals between Allkem and Livent Corporation ("Livent"), ("Transaction").

In accordance with ASX Listing Rule 3.13, attached to this announcement are the following documents to be presented at Allkem's Scheme Meeting being held at 10:30am (AWST) / 1:30pm (AEDT) today:

- Chairman's address; and
- Scheme Meeting presentation.

Allkem shareholders may participate in the Scheme Meeting by attending in person at The Studio, Level 2, Crown Towers, Crown Perth Convention Centre, Great Eastern Highway, Burswood, Western Australia, or online at <https://meetnow.global/MUHNARQ>.

The voting results of the Scheme Meeting will be released to the ASX and TSX (via SEDAR+) shortly after the conclusion of the Scheme Meeting.

ENDS

This release was authorised by the Board of Directors of Allkem Limited.

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## IMPORTANT NOTICES

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## Chairman's Address

[Slide 1]

Good morning to everyone here in Perth and to those joining us online. My name is **Peter Coleman**, the Chairman of Allkem Limited, and it is my pleasure to chair today's Scheme Meeting.

Firstly, as a matter of housekeeping, should the building fire alarm sound or you are advised that there is an emergency in the building, there are 2 fire exits located at the back of the room and one fire exit located at the front of the room. The Crown staff will direct you to the nearest safety exit and designated assembly area.

We begin by acknowledging the traditional custodians of the land we are meeting on today, the Whadjuk Nyoongar people. We pay our respects to their Elders past and present. We extend that respect to any Aboriginal and Torres Strait Islander peoples here today and to those joining us online.

Your Allkem Directors joining us online today include:

- Our Managing Director – **Martín Perez de Solay**;
- Non-Executive Director – **Richard Seville**;
- Non-Executive Director – **Leanne Heywood**;
- Non-Executive Director – **Alan Fitzpatrick**;
- Non-Executive Director – **Florencia Heredia**;
- Non-Executive Director – **John Turner**; and
- Non-Executive Director – **Fernando Oris de Roa**.

On behalf of my fellow Directors, welcome to Allkem's Scheme Meeting.

[Slide 2]

The purpose of this meeting is for Allkem shareholders to vote on the scheme of arrangement in relation to the proposed merger of equals with Livent Corporation.

The proposed merger with Livent will combine two global lithium companies and bring together their highly complementary range of assets, growth projects and operating skills across extraction and processing under a vertically integrated business model, with the scale and expertise to meet the rapidly growing demand for lithium chemical products.

The merged entity will have a significant portfolio of lithium assets diversified across key geographies, products and customers. Cost synergies and capital expenditure savings, in addition to other anticipated commercial synergies, are expected to be realised from the opportunity to co-develop and de-risk future expansion projects and operations.

Your Allkem Directors believe that the Transaction is logical and highly compelling, with strong strategic rationale and significant synergies that are expected to drive value for Allkem Shareholders.

The Independent Expert's Report concluded that the scheme is in the best interest of shareholders, in the absence of a superior proposal, and that remains the Independent Expert's conclusion today.

As no Superior Proposal has been received by Allkem, and Kroll continues to conclude that the Scheme is in the best interests of Allkem Shareholders, your Allkem directors unanimously recommend that Allkem shareholders vote in favour of the Scheme at today's Scheme Meeting.

Closing of the proposed merger of Allkem and Livent remains subject to certain key conditions precedent. These conditions precedent are:

- Approval of the Scheme Resolution by Allkem Shareholders by the requisite majorities at this Scheme Meeting;
- Approval of the Transaction Agreement and the transactions contemplated by it by Livent stockholders at the Livent Stockholder Meeting (which will be held later today, New York time); and
- Approval of the Scheme by the Federal Court of Australia (subject to the other conditions being met, to be determined tomorrow).

Subject to satisfaction of the remaining conditions, it is expected that the transaction will be implemented on 4 January 2024 (New York time). Further information on the merger timetable can be found in the Appendix to this presentation.

**[Slide 3]**

Today's Scheme Meeting is held via a hybrid format - allowing shareholders, proxyholders, representatives and guests to attend the meeting either in person or virtually. Online attendees can watch a live webcast of the meeting and have the ability to ask questions and vote online via the Computershare online virtual meeting platform.

If anyone attending the meeting online experiences any issues or requires any assistance in relation to the online platform, they should call the telephone support line on +61 3 9415 4024.

If technical issues arise with the webcast that result in a number of members being unable to participate, and I (as Chairman) do not believe it is reasonable in the circumstances to proceed with the meeting, I will adjourn the meeting until the problem is fixed. Where the meeting is adjourned for a prolonged period, we will upload notification of the adjournment onto the ASX Announcements platform and onto the Allkem website at: [www.allkem.co](http://www.allkem.co). We will also provide details on those platforms as to when the adjourned meeting will be reconvened.

I now call this meeting to order.

I confirm that a quorum is present and now formally declare the meeting open.

Joint Company Secretaries **John Sanders** and **Dylan Roberts** are also in attendance.

Our share registry, Computershare, is represented today by **Mr Lewis Brimelow**.

King & Wood Mallesons, the Company's legal adviser, is represented at the Meeting by **Antonella Pacitti** and **Toby Newnes**.

To enable shareholders to consider the business of today's meeting, a Notice of Scheme Meeting was made available to all shareholders by its inclusion in Annexure G of the Scheme Booklet dated 9 November 2023. The Scheme Booklet was dispatched to each Allkem Shareholder in accordance with their communication preferences and is also available on Allkem's website and the ASX Announcements Platform. I will take the Notice of Scheme Meeting as read.

Before proceeding further, I advise that **2,081 proxies** totalling **337,366,713 votes** have been received for this meeting. As disclosed in the Scheme Booklet, where an available proxy vote has been given to the Chairman of the Meeting without instructions, I will vote in favour of the resolution.

**I now turn to the formal business to be considered today.**

We only have one resolution to be considered today. Voting on that resolution will be conducted by way of a poll.

For those attending in person, the poll will be conducted once the resolution has been put to the meeting, and all questions relating to the resolution have been dealt with.

For those attending virtually, the poll will be conducted via the poll facility on the Computershare online meeting platform.

Shortly, I will outline the procedure for the poll.

I will then take questions on the proposed resolution from Shareholders or their authorised representatives or attorneys. Questions should relate to the resolution which is being voted upon.

When voting is complete, we will close the meeting. The results of the poll will be published via a release made to the ASX and will also be made available on the Company's website.

I appoint **Mr Lewis Brimelow** from Computershare as Returning Officer.

**As I indicated earlier, voting at today's meeting will be conducted by way of a poll. I will now explain the procedure for the poll to be conducted on the resolution.**

All shareholders, representatives and attorneys of shareholders, and proxyholders are entitled to ask questions and vote on the poll.

**[Slide 4]**

Online attendees can submit questions at any time. To submit a written question, please select the "Q&A" icon and type your question into the chat box at the bottom of the screen. Once you have finished typing, please press the "send" button.

Please note that while you can submit questions from this point onwards, I will not address them until the relevant time in the meeting. Please also note that your questions may be moderated or amalgamated together if we receive multiple questions on the same or similar topic.

To ask a verbal question via the online platform, please follow the instructions written below the "Broadcast" icon.

For shareholders, authorised representatives, attorneys and proxyholders who are attending in person, you will be given the opportunity to raise your hand and ask your question via the microphone.

If you wish to ask a question, I ask that you please first state your name and indicate whether you are speaking on behalf of your own shareholding or whether you are speaking as a representative for another shareholder.

Again, all questions should relate to the resolution which is being voted upon.

To provide you with enough time to vote, I will shortly open voting for those attending online.

**[Slide 5]**

If you are attending online and are eligible to vote, once voting opens please press the “Vote” icon. To cast your vote simply select one of the options. There is no need to hit a submit or enter button as the vote is automatically recorded. You will receive a vote confirmation notification on your screen.

You can change your vote up until the time I declare voting closed.

For shareholders, authorised representatives, attorneys and proxyholders who are attending in person, you would have received a blue voting card. Please complete the reverse of your voting card and a member of the Computershare team will collect your card at the end of the poll.

I now declare voting open.

I will give you a warning before I move to close voting.

[Slide 6]

## BUSINESS OF THE MEETING

**The only item of business to be considered is the proposed Scheme Resolution to approve the Scheme that forms part of the proposed merger of equals with Livent Corporation.**

- I refer you to the screen for the Scheme Resolution.
- As set out in the Notice of Scheme Meeting, this resolution must be passed by “*Requisite Majorities*,” being both:
  - The **headcount test** – a majority in number (i.e. more than 50%) of Allkem Shareholders present and voting at the Scheme Meeting (either online or in person, or by proxy, attorney or corporate representative); and
  - The **voting test** – at least 75% of the total number of votes cast on the Scheme Resolution by Allkem Shareholders (either online or in person, or by proxy, attorney or corporate representative).
- As at 10:30am (AWST) on Sunday, 17 December, when proxy voting closed, Allkem had received proxy votes representing approximately **53%** of issued shares, of which approximately **89%** are in favour of the Scheme Resolution or are undirected proxies given to me as Chairman (which, as mentioned, will be voted in favour of the resolution).
- I will now address any questions relating to the resolution.
- As a reminder to the online attendees:
  - To submit a written question, select the “Q&A” icon and then type your question in the text box. Once you have finished typing, please hit the send button.
  - To ask a verbal question, please follow the instructions written below the “Broadcast” icon.
  - Firstly, are there any questions from shareholders in the room? Please raise your hand and we will bring you a mic.

[Pause to allow time for questions]

- Moderator, are there any written or audio questions received online?

[Pause to allow time for questions]

- Moderator, are there any/further questions received online?

There being no (further) questions, I put this resolution to the meeting.

If you are attending online and haven't already done so, please now cast your vote for this item, by pressing the "Vote" icon.

### **POLL**

As outlined at the outset of the meeting, I will now put the Resolution to a poll for those attending in person. For those attending online, please use this time to ensure that you have voted and have received a vote confirmation notification on your screen. Please note that online voting will close upon completion of the Poll.

As mentioned before, Computershare will coordinate the poll on the Company's behalf. **Mr Lewis Brimelow** can you please come forward. Thank you...

*[Pause whilst voting cards are completed]*

As all voting cards have now been collected, I now declare the poll closed.

Details of the final results will be posted on both the Company's website and on the ASX Announcements Platform later today.

I would like to thank you all for your attendance and participation, and I now formally declare the meeting closed.

**[Slide 7]**

For those present today, please join us for morning tea outside of The Studio.

Thank you.

**ENDS**

This release was authorised by Mr Martin Perez de Solay, CEO and Managing Director of Allkem Limited.

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# 2023 Scheme Meeting

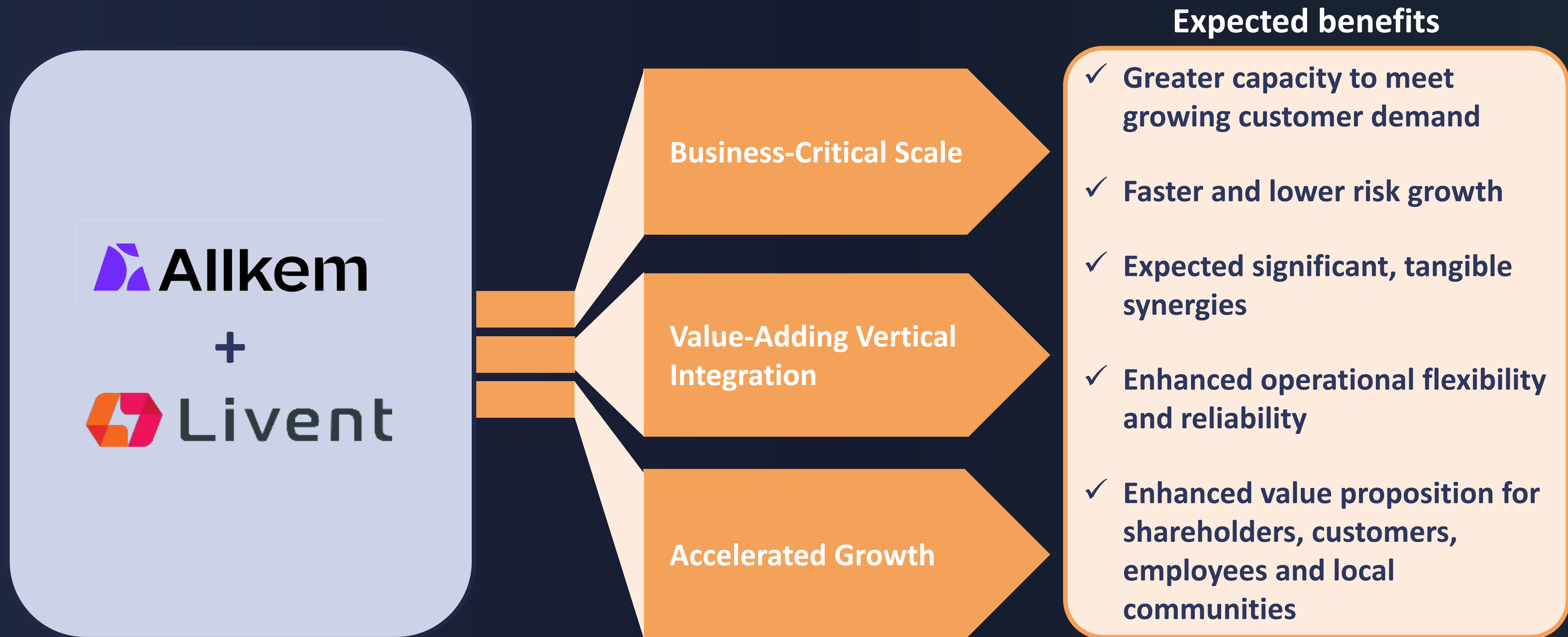
19 December 2023





# Allkem and Livent to Create a Leading Global Integrated Lithium Chemicals Producer

## Accelerates Allkem's established strategy of downstream integration



Allkem and Livent have agreed that the name of the combined company will be Arcadium Lithium

**Note:** Allkem shareholders should refer to your Allkem Directors' reasons to vote for the Scheme, and reasons why you may choose to vote against the Scheme, in sections 1.1 and 1.2 of the Scheme Booklet, as well as the risks in section 8 of the Scheme Booklet

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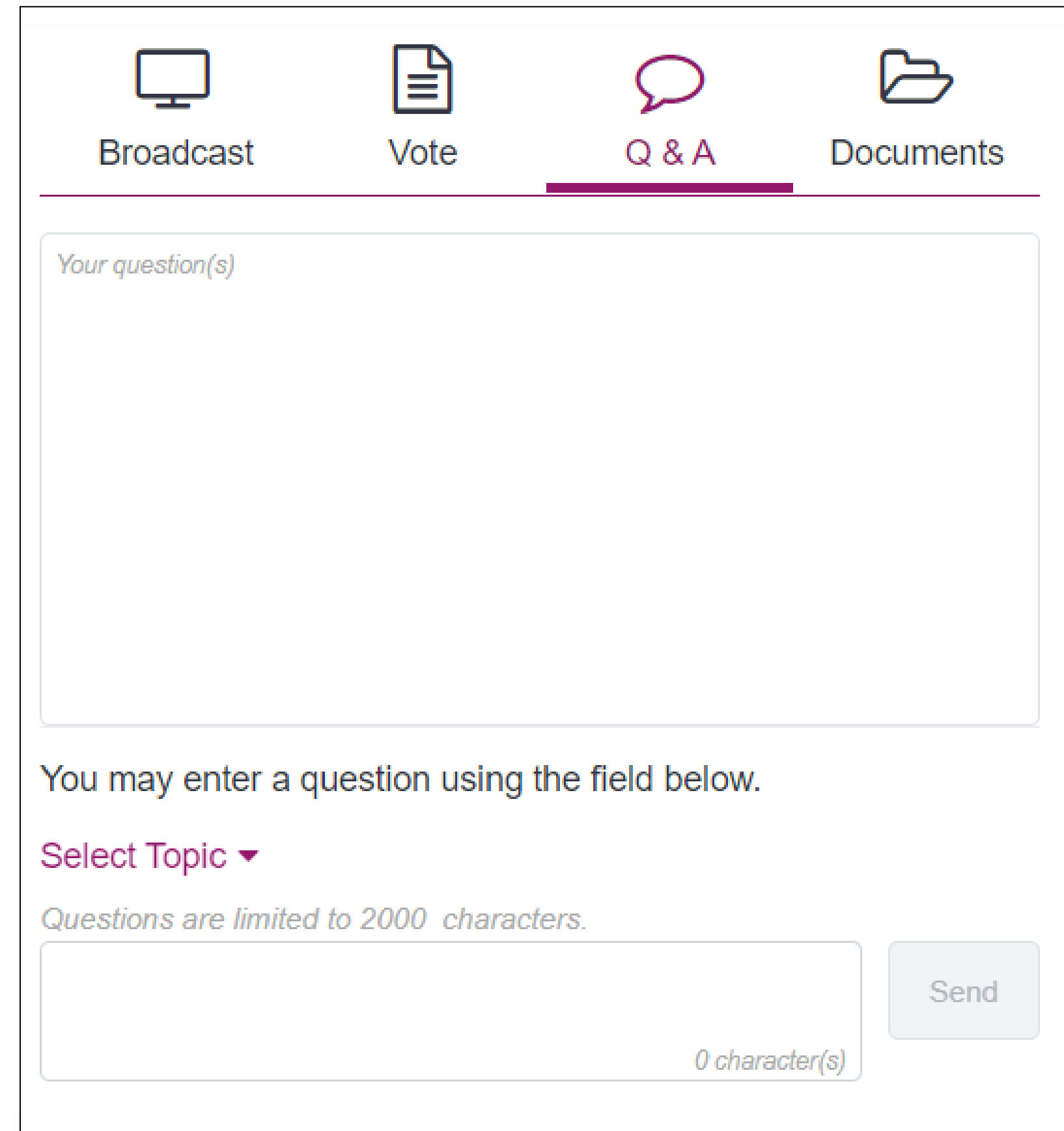
# Procedural Matters





# How to ask a question online

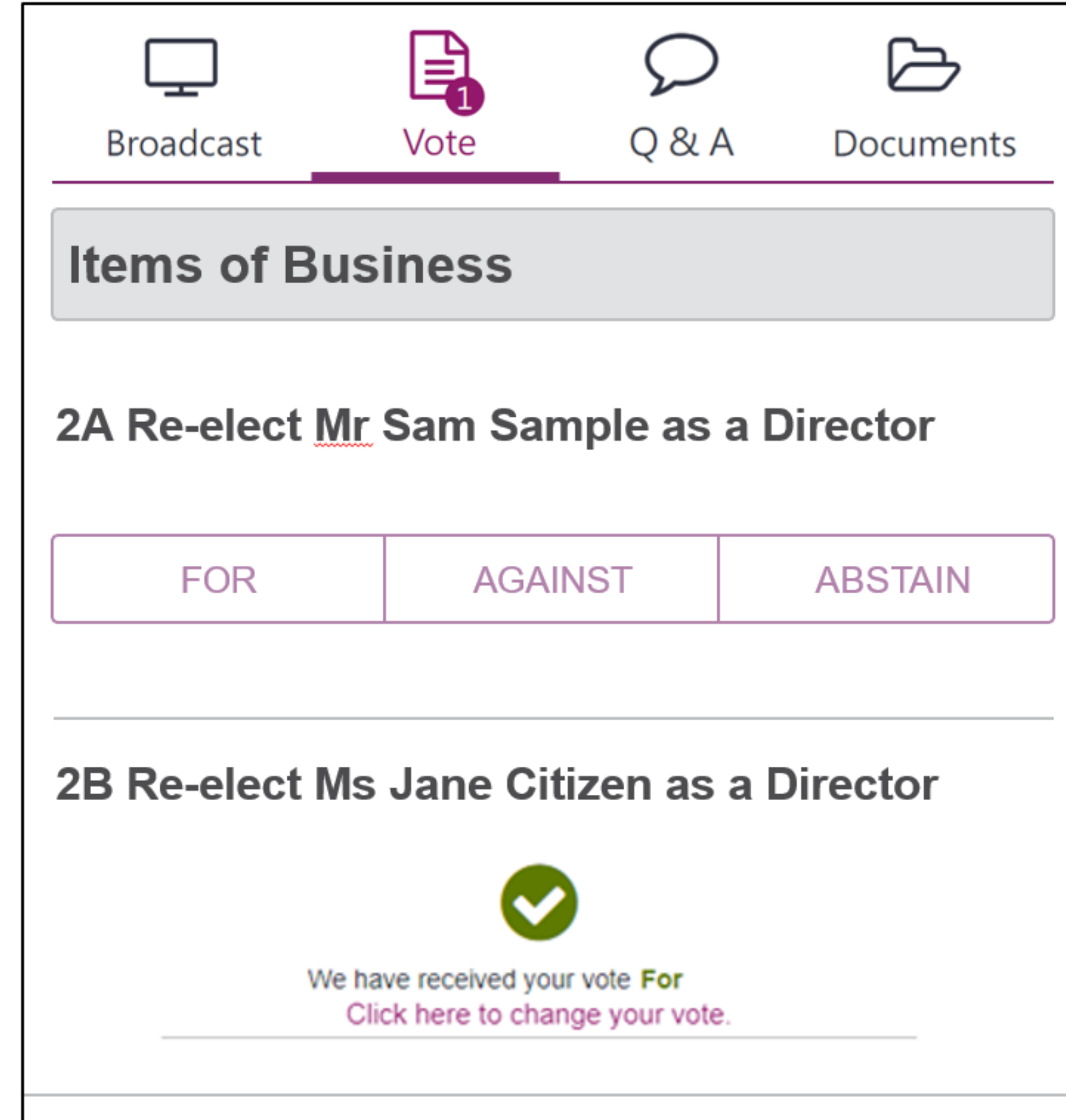
- To ask a written question, select the “Q&A” icon
- Select the topic your question relates to from the drop-down list
- Type your question in the text box and **press** the “*send*” button
- To ask a verbal question, follow the instructions below the “Broadcast” window.



The screenshot shows a web interface with four navigation tabs: Broadcast, Vote, Q & A, and Documents. The Q & A tab is selected and highlighted with a red underline. Below the tabs is a large text input area labeled "Your question(s)". Below this area is a smaller text input area with a "Send" button to its right. The smaller input area has a character count of "0 character(s)". Above the smaller input area is a dropdown menu labeled "Select Topic" and a note that "Questions are limited to 2000 characters."

# How to vote online

- When the poll is open, select the “Vote” icon at the top of the screen
- To vote, select either “For”, “Against” or “Abstain”
- You will see a vote confirmation on your screen
- To change or cancel your vote, click “*click here to change your vote*” at any time until the poll is closed



The screenshot displays the online voting interface. At the top, there are four navigation icons: Broadcast, Vote (highlighted with a red underline and a red '1' notification), Q & A, and Documents. Below the navigation bar is a grey header for 'Items of Business'. The first item is '2A Re-elect Mr Sam Sample as a Director', with three buttons below it: FOR, AGAINST, and ABSTAIN. The second item is '2B Re-elect Ms Jane Citizen as a Director'. Below this, a green checkmark icon is shown, followed by the text: 'We have received your vote For' and a link 'Click here to change your vote.'.

# Scheme Resolution

To consider and, if thought fit, pass the following Scheme Resolution:

*“That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth):*

*a. the scheme of arrangement proposed between Allkem 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 made or required by the Court and agreed to by Allkem, Livent and NewCo); and*

*b. Allkem is authorised, subject to the terms of the Transaction Agreement, to:*

*a. agree to any such alterations or conditions; and*

*b. subject to approval of the Scheme by the Court, implement the Scheme with any such alterations or conditions.”*



# Thank you

○ **Connect:**

[info@allkem.co](mailto:info@allkem.co)



ASX|TSX : AKE





# Appendix





# Status of CPs and implementation timetable



Implementation of the Scheme (and closing of the Transaction) remains subject to the following key conditions:

- Approval of the Scheme Resolution by Allkem Shareholders by the requisite majorities (to be determined at this Scheme Meeting)
- Approval of the Transaction Agreement and the transactions contemplated by it by Livent stockholders at the Livent Stockholder Meeting (to be determined later today)
- Approval of the Scheme by the Federal Court of Australia (subject to the other conditions being met, to be determined tomorrow)

As announced by Allkem on 15 November, Allkem, Livent and Arcadium Lithium have now received all competition and foreign investment approvals that are expected to be required prior to completion, including Australian FIRB approval.

The expected Transaction completion timetable, subject to satisfaction of the remaining conditions, is set out on this slide.

Event	Date / time
Livent Stockholder Meeting	19 December 2023 (New York time)
Second Court Date	2:15 pm (AWST) on 20 December 2023
Election Date The latest time and date by which Election Forms (or Election Withdrawal Forms, if applicable) must be received by the Allkem Share Registry	Principal Register Shareholders: 5:00 pm (AEDT) on 20 December 2023 Canadian Register Shareholders: 5:00 pm (Toronto time) / 10:00 pm (UTC) on 20 December 2023
Arcadium Lithium admitted to the official list of ASX	21 December 2023
Effective Date	21 December 2023
Suspension of Allkem Shares from trading on ASX	Close of trading on 21 December 2023 (AEDT)
Suspension of Allkem Shares from trading on TSX	4:00 pm (Toronto time) / 9:00 pm (UTC) on 21 December 2023
Arcadium Lithium CDIs to commence trading on ASX on a deferred settlement basis	22 December 2023
Record Date for determining entitlements to receive Scheme Consideration	7:00 pm (AEDT) on 27 December 2023
Scheme Implementation Date	4 January 2024
US Merger Effective Time	4 January 2024 (New York time)
Last day of deferred settlement trading for Arcadium Lithium CDIs	4 January 2024
Arcadium Lithium Shares anticipated to commence trading on NYSE	9:30 am (New York time) on 4 January 2024
Arcadium Lithium CDIs to commence trading on ASX on a normal settlement basis	10:00 am (AEDT) on 5 January 2024
Expected date for Allkem to be delisted from ASX	Close of trading on 5 January 2024 (AEDT)
Expected date for Allkem to be delisted from TSX	Close of trading on 5 January 2024 (Toronto time)

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