

Allkem Shareholders vote in favour of merger with Livent

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

Allkem is pleased to announce that the requisite majorities of Allkem shareholders have today voted in favour of the proposed scheme of arrangement pursuant to which Arcadium Lithium plc (“Arcadium Lithium”) will acquire 100% of the shares in Allkem (“Scheme”) in connection with the Transaction.

Results of the Scheme Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), a detailed report of the votes cast on the resolution to approve the Scheme is included as **Annexure A** to this announcement. In summary:

- 72.07% of Allkem shareholders present and voting (either in person (including online), or by proxy, attorney or corporate representative) voted in favour of the Scheme; and
- 89.27% of the total number of votes cast by Allkem shareholders (either in person (including online), or by proxy, attorney or corporate representative) were in favour of the Scheme.

Managing Director and CEO, Martin Perez de Solay said, *“I would like to thank shareholders for their support of the merger which subject to Livent shareholder approval will bring together a highly complementary range of assets, growth projects and operating skills across extraction and processing under an integrated business model. Arcadium Lithium will have the scale and expertise to meet the rapidly growing demand for lithium chemical products and the product flexibility required by customers while remaining committed to the delivery and execution of a significant growth pipeline.”*

Chairman, Peter Coleman said, *“The combination of Allkem and Livent is expected to create a highly complementary and vertically integrated business model to enhance operational flexibility and reliability, which is expected to result greater value capture across the lithium value chain.*

“The Combined Group will have an attractive geographic footprint and greater capacity to de-risk and accelerate growth with a deeper pool of technical, capital and projects expertise. We expect the delivery of unique and significant synergies and overall an enhanced value proposition for shareholders, customers, employees and local communities, with a firm commitment to sustainability and responsible growth.”

Next steps

The Livent stockholder meeting is scheduled to be held on 19 December 2023 (New York time), at which Livent stockholders will vote on the adoption of the Transaction Agreement and the approval of the transactions contemplated by it. The affirmative vote of a majority of Livent stock entitled to vote at the Livent stockholder meeting is a condition to implementation of the Scheme.

If Livent stockholders approve the adoption of the Transaction Agreement and the transactions contemplated by it, Allkem will apply to the Federal Court of Australia for approval of the Scheme at a hearing scheduled for 2:15 pm (AWST) on 20 December 2023 (“**Second Court Hearing**”).¹

¹ The Scheme remains subject to certain conditions. The Second Court Hearing will only occur if all of the remaining conditions precedent to the Scheme (other than in relation to the Court’s approval of the Scheme) have been satisfied or waived as at 8.00 am (Australian Western Standard Time) on 20 December 2023 (being the date that is currently scheduled to be the Second Court Date). Full details of the conditions precedent to the Scheme (and other terms) are set out in the

If the Court approves the Scheme at the Second Court Hearing, Allkem intends to lodge a copy of the orders of the Court with the Australian Securities and Investments Commission on 21 December 2023 (AEDT), so that the Scheme will become effective on that date. If this occurs, Allkem Shares will be suspended from trading on ASX with effect from close of trading on 21 December 2023 (AEDT), and from trading on TSX with effect from 4:00pm (Toronto time) on 21 December 2023.

Implementation of the Scheme is expected to occur on 4 January 2023 (AEDT), subject to the satisfaction or waiver of the remaining conditions precedent to the Scheme (including approval of the Scheme by the Court at the Second Court Hearing).

Scheme Timetable

The key remaining dates expected for the Transaction are set out below.

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	Principal Register Shareholders: 5:00 pm (AEDT) on 20 December 2023
The latest time and date by which Election Forms (or Election Withdrawal Forms, if applicable) must be received by the Allkem Share Registry from:	Canadian Register Shareholders: 5:00 pm (Toronto time) / 10:00 pm (UTC) on 20 December 2023
<ul style="list-style-type: none"> Eligible Principal Register Shareholders who wish to receive Arcadium Lithium Shares, rather than Arcadium Lithium CDIs, as Scheme Consideration; and Eligible Canadian Register Shareholders who wish to receive Arcadium Lithium CDIs, rather than Arcadium Lithium Shares, as Scheme Consideration. 	
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
Dispatch of holding statements for Arcadium Lithium CDIs	5 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)
First settlement of deferred settlement and normal settlement trading of Arcadium Lithium CDIs	9 January 2024

Note: All references to time above are references to AEDT (Sydney time), unless otherwise specified.

All dates are indicative only and, among other things, are subject to all necessary approvals from the Court and other Governmental Entities and the satisfaction or permissible waiver of all other applicable closing conditions. Allkem reserves

Transaction Agreement entered into between Allkem, Livent and Arcadium Lithium (as amended from time to time), a summary of which is included in the Scheme Booklet and which is available on the ASX website at www.asx.com.au and on Allkem's website at <https://www.allkem.co/>.

the right to vary the times and dates set out above. Any changes to the above timetable will be announced through ASX, filed under Allkem's profile on SEDAR+ and notified on www.allkem.co.

ENDS

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

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IMPORTANT NOTICES

Not for release or distribution in the United States

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Annexure A: Voting results of the Scheme Meeting

The following information is provided in accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth):

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**Allkem Limited
Scheme Meeting
Tuesday, 19 December 2023
Results of Meeting**



The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	
<p><i>"That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth):</i></p> <p>(a) <i>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</i></p> <p>(b) <i>Allkem is authorised, subject to the terms of the Transaction Agreement, to:</i></p> <p style="margin-left: 20px;">a. <i>agree to any such alterations or conditions; and</i></p> <p style="margin-left: 20px;">b. <i>subject to approval of the Scheme by the Court, implement the Scheme with any such alterations or conditions."</i></p>	300,494,517 89.07%	35,834,553 10.62%	1,037,643 0.31%	302,945	301,749,376 89.27%	36,263,849 10.73%	302,945	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					1,455 72.07%	564 27.93%	0	

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

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