

Results of Scheme Meeting – Dropsuite Shareholders vote in favour of Scheme of Arrangement

9 May 2025: Dropsuite Limited (ASX:DSE) ("**Dropsuite**" or the "**Company**") is pleased to announce that Dropsuite shareholders have today approved the proposed acquisition of Dropsuite by NinjaOne Australia Pty Ltd by way of scheme of arrangement ("**Scheme**").

Results of the Scheme Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), Dropsuite advises that the resolution to approve the Scheme ("**Scheme Resolution**"), as set out in the Notice of Scheme Meeting included in the Scheme Booklet dated 2 April 2025 ("**Scheme Booklet**"), was passed by the Requisite Majorities of Dropsuite shareholders at the Scheme Meeting held earlier today.

In summary:

- 99.95% of the votes cast by Dropsuite shareholders were in favour of the Scheme Resolution; and
- 96.8% of Dropsuite shareholders present and voting at the Scheme Meeting (either in person or by proxy, attorney or corporate representative) were in favour of the Scheme Resolution.

Details of the valid proxies received, and votes cast at the Scheme Meeting are set out at the end of this announcement.

Next steps

The Scheme remains subject to the approval of the Court at the Second Court Hearing scheduled for 10.15am (Melbourne time) on Wednesday, 14 May 2025, and certain other conditions precedent described in the Scheme Booklet. Details regarding the Second Court Hearing are set out in Dropsuite's ASX announcement dated 5 May 2025.

If the outstanding conditions precedent are satisfied or waived (if applicable) prior to the Second Court Hearing, and the Court approves the Scheme, Dropsuite proposes to lodge a copy of the orders of the Court with the Australian Securities and Investments Commission (which is expected to occur on Wednesday, 14 May 2025) ("**Effective Date**"), at which time the Scheme will become legally effective. It is then expected that:

- Dropsuite shares will be suspended from trading on the ASX from the close of trading on the Effective Date; and
- on Friday, 30 May 2025, the Scheme will be implemented and the Scheme Consideration of A\$5.90 cash per Dropsuite Share will be paid to Dropsuite shareholders in respect of all Dropsuite Shares held on the Scheme Record Date, which is expected to be 7.00pm (Melbourne time) on Friday, 16 May 2025.

The above timetable is indicative only and the included times and dates are subject to change. Dropsuite will announce any changes to the ASX.

Shareholder Information Line

Dropsuite shareholders can obtain further information in relation to the Scheme by contacting the Dropsuite Shareholder Information Line on 1300 816 156 (within Australia) or +61 2 8072 1416 (outside Australia), between 8.30am and 7.00pm (Melbourne time), Monday to Friday (excluding national public holidays in Australia).

If you are in any doubt as to what you should do, please consult your legal, financial, tax or other professional adviser without delay.

This announcement was approved by the Dropsuite Board of Directors.

About Dropsuite

Dropsuite is a cloud software platform enabling businesses to easily backup, recover and protect their important business information. Dropsuite's commitment to advanced, secure and scalable cloud technologies keeps us in the forefront of the industry and makes us the choice of leading IT Service Providers globally. For more information please visit: www.dropsuite.com

Disclosure of Proxy Votes

Dropsuite Limited
Scheme of Arrangement
Friday, 09 May 2025



AUTOMIC
Automic
GPO Box 5193, Sydney, NSW 2001
P 1300 288 664 (aus) or +61 (0)2 9698 5414 (world)
F +61 (0)2 8583 3040 E hello@automic.com.au
ABN 27 152 260 814

In accordance with section 251AA of the Corporations Act 2001, the following information is provided in relation to resolutions put to members at the meeting.

			Proxy Votes				Poll Results (if applicable)			Results
Resolution	Decided by Show of Hands (S) or Poll (P)	Total Number of Proxy Votes exercisable by proxies validly appointed	FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN	OUTCOME
1 That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Dropsuite 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 Federal Court of Australia to which Dropsuite and NinjaOne, LLC agree.	P	46,072,062	45,687,655 99.17%	21,445 0.05%	1,932	362,962 0.79%	46,228,162 99.95%	21,445 0.05%	1,932	Carried



Poll Declaration

Dropsuite Limited

Scheme of Arrangement

Friday, 09 May 2025



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In accordance with section 250L of the Corporations Act 2001, the following information confirms the results of the Poll completed at the Company meeting.

Resolution	Poll Results	
	VOTES	
	FOR	AGAINST
That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Dropsuite 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 Federal Court of Australia to which Dropsuite and NinjaOne, LLC agree.	securities 46,228,162 (99.95%)	securities 21,445 (0.05%)
	holders 301 (96.17%)	holders 10 (3.19%)
	ABSTAIN securities 1,932 holders 2 (0.64%)	

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Name
Returning Officer

