

JOHNS LYNG GROUP LIMITED (ASX:JLG)
ASX Statement

8 October 2025

Results of Scheme Meetings

Johns Lyng Group Limited (**JLG**) is pleased to announce that earlier today General JLG Shareholders and Relevant Shareholders at the General Scheme Meeting and Relevant Shareholder Scheme Meeting (respectively) voted in favour of the scheme of arrangement between JLG and its shareholders under which it is proposed that Sherwood BidCo Pty Ltd (**Bidder**), an entity owned and controlled by funds managed and advised by Pacific Equity Partners Pty Limited, will acquire 100% of the issued shares in JLG (**Scheme**), as referred to in the scheme booklet released by JLG to ASX on 2 September 2025 (**Scheme Booklet**).

Unless otherwise defined in this announcement, capitalised terms in this announcement have the meaning given to them in the Scheme Booklet.

Voting results for the General Scheme Meeting

For the purposes of ASX listing Rule 3.13.2 and sections 251AA(1) and (2) of the *Corporations Act 2001* (Cth), the General Scheme Resolution was passed by the requisite majorities of General JLG Shareholders at the General Scheme Meeting, with:

- 81.49% of General JLG Shareholders present and voting (either in person or by proxy, attorney or corporate representative) in favour of the resolution; and
- 99.10% of votes cast in favour of the resolution by General JLG Shareholders present and voting (either in person or by proxy, attorney or corporate representative).

The poll report for the General Scheme Meeting submitted by the Returning Officer appointed by JLG is attached to this announcement.

Voting results for the Relevant Shareholder Scheme Meeting

For the purposes of ASX listing Rule 3.13.2 and sections 251AA(1) and (2) of the *Corporations Act 2001* (Cth), the Relevant Shareholder Scheme Resolution was passed by the requisite majorities of Relevant Shareholders at the Relevant Shareholder Meeting, with:

- 100% of Relevant Shareholders present and voting (either in person or by proxy, attorney or corporate representative) in favour of the resolution; and
- 100% of votes cast in favour of the resolution by Relevant Shareholders present and voting (either in person or by proxy, attorney or corporate representative).

The poll report for the Relevant Shareholder Scheme Meeting submitted by the Returning Officer appointed by JLG is attached to this announcement.

Second Court Hearing

The Scheme remains subject to the approval of the Supreme Court of New South Wales, who will hear an application by JLG for approval of the Scheme at 2.00pm (Sydney time) on Monday, 13 October 2025 (**Second Court Hearing**). The Scheme is also subject to certain other conditions precedent as previously announced and described in the Scheme Booklet.

Remaining Dates (subject to Court approval of the Scheme and the satisfaction or waiver (as applicable) of all other outstanding conditions precedent to the Scheme)

Time and date	Event
2.00pm (Sydney time) on Monday, 13 October 2025	Second Court Hearing to obtain orders approving the Scheme
Tuesday, 14 October 2025	Lodgement with ASIC of the office copy of the Court orders approving the Scheme
Close of normal trading on Tuesday, 14 October 2025	Suspension of trading in JLG Shares on ASX
7.00pm on Thursday, 16 October 2025	Time and date for determining entitlements to Scheme Consideration
Thursday, 23 October 2025	Implementation Date

ENDS

The release of this announcement was authorised by the Independent Board Committee of Johns Lyng Group Limited.

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JOHNS LYNG GROUP LIMITED

GENERAL SCHEME MEETING
Wednesday, 08 October, 2025

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

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Resolution Voted on at the meeting			Proxy Votes (as at proxy close)				Total votes cast in the poll (where applicable)			
No	Short Description	Strike Y/N/NA	For	Against	Discretionary (OpenVotes)	Abstain	For	Against	Abstain **	Result
	That under and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the members agree to the arrangement proposed between JLG and the holders of its fully paid ordinary shares, designated the Scheme, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting (with any modifications, alterations or conditions as required by the Court to which JLG and Bidder agree, or any modifications, alterations or conditions agreed in writing by JLG and Bidder and approved by the Court) and the Board of Directors of JLG is authorised to implement the Scheme with any such alterations or conditions.	NA	138,216,880	1,256,876	349,275	19,114	138,614,885	1,257,517	19,114	Carried
			98.85%	0.90%	0.25%		99.10%	0.90%		
			497 Holders (72.77%)	126 Holders (18.455)	60 Holders (8.78%)	5 Holders	559 Holders (81.49%)	127 Holders (18.51%)	5 Holders	

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item

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RELEVANT SHAREHOLDER SCHEME MEETING
Wednesday, 08 October, 2025

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution Voted on at the meeting			Proxy Votes (as at proxy close)				Total votes cast in the poll (where applicable)			
No	Short Description	Strike Y/N/NA	For	Against	Discretionary (OpenVotes)	Abstain	For	Against	Abstain **	Result
	That under and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the members agree to the arrangement proposed between JLG and the holders of its fully paid ordinary shares, designated the Scheme, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting (with any modifications, alterations or conditions as required by the Court to which JLG and Bidder agree, or any modifications, alterations or conditions agreed in writing by JLG and Bidder and approved by the Court) and the Board of Directors of JLG is authorised to implement the Scheme with any such alterations or conditions.	NA	61,128,193	0	275,651	0	61,403,844	0	0	Carried
			99.55%	0.00%	0.45%		100.00%	0.00%		
			63 Holders (95.45%)		3 Holders (4.55%)		66 Holders (100%)	0 Holders (0%)	0 Holders	

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item