

Results of the Scheme Meetings and EGM

Amaero Ltd (**ASX:3DA; OTC:AMROF**) (“**Amaero**” or the “**Company**”) is pleased to announce that Amaero’s shareholders and option holders have today approved the proposed schemes of arrangement between Amaero and its shareholders (the “**Share Scheme**”) and Amaero and its option holders (the “**Option Scheme**”, and together with the Share Scheme, the “**Schemes**”).

Results of the Scheme Meetings

In accordance with ASX Listing Rule 3.13.2 and section 251AA(2) of the Corporations Act 2001 (Cth), the Company advises that:

- the resolution of Amaero’s shareholders to approve the Share Scheme (the “**Share Scheme Resolution**”) as set out in the Notice of Share Scheme Meeting in Annexure G of the Scheme Booklet dated 7 May 2026 (“**Scheme Booklet**”) was passed by the requisite majorities of Amaero’s shareholders at the Share Scheme Meeting held earlier today, with:
 - 99.94% of the votes cast by Amaero’s shareholders were in favour of the Share Scheme Resolution; and
 - 94% of Amaero’s shareholders present and voting at the Share Scheme Meeting (either in person or by proxy, attorney or corporate representative) voted in favour of the Share Scheme Resolution; and
- the resolution of Amaero’s option holders to approve the Option Scheme (the “**Option Scheme Resolution**”) as set out in the Notice of Option Scheme Meeting in Annexure H of the Scheme Booklet was passed by the requisite majorities of Amaero’s option holders at the Option Scheme Meeting held earlier today, with:
 - 100% of the votes cast by Amaero’s option holders were in favour of the Option Scheme Resolution; and
 - 100% of Amaero’s option holders present and voting at the Option Scheme Meeting (either in person or by proxy, attorney or corporate representative) voted in favour of the Option Scheme Resolution.

Details of the valid proxies received and votes cast on the Share Scheme Resolution are attached to this announcement as Annexure A.

Details of the valid proxies received and votes cast on the Option Scheme Resolution are attached to this announcement as Annexure B.

Results of the EGM

In addition, at the Extraordinary General Meeting (“**EGM**”) of the Company held today, the resolution to approve the issue of 600,000 unlisted options to acquire shares in the Company to Tim Johnson under the Company’s Employee Incentive Plan on the terms set out in section 10.1 of the Scheme Booklet for the purposes of ASX Listing Rule 10.14 as set out in the Notice of Extraordinary General Meeting in Annexure I of the Scheme Booklet was approved (“**EGM Resolution**”).

Details of the valid proxies received and votes cast on the EGM Resolution at the EGM are attached to this announcement as Annexure C.

Next steps

The Schemes remain subject to the approval of the Federal Court of Australia at the hearing scheduled for 10:15am (Sydney time) on Wednesday, 10 June 2026 (“**Second Court Date**”) and certain other conditions precedent described in the Scheme Booklet. If the outstanding conditions precedent are satisfied or waived (if applicable) prior to the Second Court Date, and the Court approves the Schemes, the Schemes will become legally effective.

Amaero proposes to lodge an office copy of the orders of the Federal Court of Australia with the

Australian Securities and Investments Commission (which is expected to occur on Thursday, 11 June 2026), at which time the Schemes will become legally effective.

The expected timetable for implementation of the Schemes is set out below, with all capitalised terms having the meaning set out in the Scheme Booklet:

Event	Date
Second Court Date	10:15am (Sydney time) on Wednesday, 10 June 2026
Effective Date of the Schemes	Thursday, 11 June 2026
Last date of trading of Amaero Shares on ASX	Thursday, 11 June 2026
Amaero US HoldCo CDIs to commence trading on ASX on a deferred settlement basis	Friday, 12 June 2026
Record Date for determining entitlements to the consideration under the Schemes	7:00pm (Sydney time) on Monday, 15 June 2026
Implementation Date for the Schemes	Monday, 22 June 2026
Amaero US HoldCo CDIs to commence trading on a normal T+2 settlement basis on ASX	Tuesday, 23 June 2026
Despatch of Amaero US HoldCo CDI holding statements	Wednesday, 24 June 2026
Despatch of Amaero US HoldCo Option holding statements	Friday, 26 June 2026

*Except where otherwise specified, all times and dates in the above timetable are references to the time and date in Sydney, Australia unless otherwise stated and all such times and dates are subject to change. The actual dates and times will depend on many factors outside the control of Amaero and Amaero US HoldCo, including the Court approval process and the satisfaction or waiver of the conditions precedent to the Schemes. Due to the time zone differences between Australia and the United States, certain actions relating to implementation of the Schemes may occur on Thursday, 18 June 2026 during US business hours so as to enable implementation to occur on Monday, 22 June 2026 during Australian business hours. Any changes to the above timetable will be announced to ASX and will be available on Amaero's website at <https://www.amaeroinc.com/>.

Authorised for release by the Chairman and CEO (**ASX:3DA; OTC:AMROF**).

For further information, please contact:

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About Amaero

Amaero Ltd (ASX:3DA, OTC:AMROF) is a dual ASX and OTC-listed company with manufacturing and corporate headquarters located in Tennessee, U.S. Amaero is a leading U.S. domestic producer of high-value refractory and titanium alloy powders for additive and advanced manufacturing of components utilised by the defense, space, aviation, and medical industries. The technical and manufacturing team brings decades of experience and know-how with pioneering work in gas atomization of refractory and titanium alloys. The Company has commissioned advanced gas atomization technology with an industry leading yield of AM powder. The Company is also a leader in PM-HIP (Powder Metallurgy Hot Isostatic Pressing) manufacturing of near-net-shape powder parts with forged-equivalent material properties and microstructure for a variety of alloys. PM-HIP manufacturing is helping alleviate the strained domestic supply chain for large scale castings and forgings.

Disclaimers

This announcement and the information contained herein does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which such offer would be illegal. Any securities described in this announcement have not been registered under the U.S. Securities Act of 1933 or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold in the United States absent registration except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

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Annexure A – Valid proxies received and votes cast on the Share Scheme Resolution

Separately attached.

Disclosure of Proxy Votes

Amaero Ltd

Share Scheme Meeting

Friday, 05 June 2026



Automic

GPO Box 5193, Sydney, NSW 2001

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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.

Resolution	Decided by Show of Hands (S) or Poll (P)	Total Number of Proxy Votes exercisable by proxies validly appointed	Proxy Votes				Poll Results (if applicable)			Results
			FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN	OUTCOME
1 That, pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed between Amaero and the holders of its ordinary shares as contained in and more particularly described in the Scheme Booklet of which the Notice of Share Scheme Meeting forms part, is approved, and the directors of Amaero are authorised to agree to such alterations or conditions as are thought fit by the Court, and subject to approval by the Court, to implement the Share Scheme with any such alterations or conditions.	P	657,298,120	654,315,194 99.55%	371,305 0.06%	20,000	2,611,621 0.40%	658,038,192 99.94%	371,305 0.06%	20,000	Carried



Poll Declaration

Amaero Ltd

Share Scheme Meeting

Friday, 05 June 2026



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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
1 That, pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed between Amaero and the holders of its ordinary shares as contained in and more particularly described in the Scheme Booklet of which the Notice of Share Scheme Meeting forms part, is approved, and the directors of Amaero are authorised to agree to such alterations or conditions as are thought fit by the Court, and subject to approval by the Court, to implement the Share Scheme with any such alterations or conditions.	securities 658,038,192 (99.94%)	securities 371,305 (0.06%)
	holders 188 (94.00%)	holders 10 (5.00%)

ABSTAIN

securities

20,000

holders

2 (1.00%)

.....
Name

Returning Officer



Annexure B – Valid proxies received and votes cast on the Option Scheme Resolution

Separately attached.

Disclosure of Proxy Votes

Amaero Ltd

Options Scheme Meeting

Friday, 05 June 2026



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			FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN	OUTCOME
1 That, pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed between Amaero and the holders of its options to acquire ordinary shares as contained in and more particularly described in the Scheme Booklet of which the Notice of Option Scheme Meeting forms part, is approved, and the directors of Amaero are authorised to agree to such alterations or conditions as are thought fit by the Court, and subject to approval by the Court, to implement the Option Scheme with any such alterations or conditions.	P	59,865,952	57,643,476 96.29%	0 0.00%	0	2,222,476 3.71%	70,127,589 100.00%	0 0.00%	0	Carried



Poll Declaration

Amaero Ltd

Options Scheme Meeting

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Poll Results		
Resolution	VOTES	
	FOR	AGAINST
1 That, pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed between Amaero and the holders of its options to acquire ordinary shares as contained in and more particularly described in the Scheme Booklet of which the Notice of Option Scheme Meeting forms part, is approved, and the directors of Amaero are authorised to agree to such alterations or conditions as are thought fit by the Court, and subject to approval by the Court, to implement the Option Scheme with any such alterations or conditions.	securities 70,127,589 (100.00%)	securities 0 (0.00%)
	holders 43 (100.00%)	holders 0 (0.00%)

ABSTAIN

securities

0

holders

0 (0.00%)

.....

Name

Returning Officer



Annexure C – Valid proxies received and votes cast on the EGM Resolution

Separately attached.

Disclosure of Proxy Votes

Amaero Ltd

Extraordinary General Meeting

Friday, 05 June 2026



Automic

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Resolution	Decided by Show of Hands (S) or Poll (P)	Total Number of Proxy Votes exercisable by proxies validly appointed	Proxy Votes				Poll Results (if applicable)			Results
			FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN	OUTCOME
1 That for the purposes of Listing Rule 10.14 and for all other purposes, the directors of Amaero are authorised to grant of 600,000 unlisted options in Amaero to Tim Johnson (or his nominee) under the Company's Employee Incentive Plan, on the terms and conditions set out in the Scheme Booklet of which the Notice of Extraordinary General Meeting forms part.	P	334,060,639	272,526,436 81.58%	57,608,236 17.24%	3,860,338	3,925,967 1.18%	277,119,818 82.62%	58,308,236 17.38%	3,860,338	Carried



Poll Declaration

Amaero Ltd

Extraordinary General Meeting

Friday, 05 June 2026



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	VOTES	
	FOR	AGAINST
1 That for the purposes of Listing Rule 10.14 and for all other purposes, the directors of Amaero are authorised to grant of 600,000 unlisted options in Amaero to Tim Johnson (or his nominee) under the Company's Employee Incentive Plan, on the terms and conditions set out in the Scheme Booklet of which the Notice of Extraordinary General Meeting forms part.	securities 277,119,818 (82.62%)	securities 58,308,236 (17.38%)
	holders 160 (79.60%)	holders 32 (15.92%)

ABSTAIN

securities

3,860,338

holders

9 (4.48%)

.....
Name

Returning Officer

