Noumi Limited
8a Williamson Road
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Australia
ABN 41 002 814 235

5 November 2026

ASX Market Announcements Office
ASX Limited
Level 27
39 Martin Place
Sydney NSW 2000

Scheme Meeting Presentations and Addresses

Noumi Limited (**ASX: NOU**) provides the following documents for immediate release:

- Shareholder Scheme of Arrangement Presentation and Chair's Address
- Optionholder Scheme of Arrangement Presentation and Chair's Address

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This announcement was authorised for release by the Chair

About Noumi Ltd

Noumi (**ASX: NOU**) is a leading Australian FMCG company with a mission to create quality, on-trend, responsibly produced dairy and plant-based beverages, nutritional products and ingredients used across the health and fitness industries. The Company operates state-of-the-art manufacturing facilities in Victoria and NSW and produces key brands including the MILKLAB range of shelf-stable dairy and plant-based milks, Australia's Own, So Natural, Vital Strength and PUREnFERRIN lactoferrin. **https://noumi.com.au/**

Noumi Ltd

Shareholders Scheme of Arrangement

Chair Address

Ladies and gentlemen, good morning once again. Many of you may have already attended the Annual General Meeting which has just concluded. This is a separate meeting of the Noumi Shareholders in relation to the proposed Share Scheme. Accordingly, I need to deal afresh with the formal opening and procedural matters for this meeting.

It is now approximately 10:30am, which in accordance with the Notice of Share Scheme Meeting, is the later of 10.30 am and the conclusion of Noumi's Annual General Meeting.

I have been informed by the Company Secretary that a quorum is present. I therefore declare the Share Scheme Meeting of Noumi Limited open.

The Supreme Court of New South Wales ordered that this meeting be convened and that I act as Chair of the meeting or, failing me, that Stuart Black act as Chair.

Thank you for attending, whether you are here with us in Sydney or participating online.

This is a separate hybrid meeting from the Annual General Meeting. Shareholders participating online should now be logged into the separate Share Scheme Meeting through the Automic Investor Portal.

For those in the room, I remind you to place mobile phones on silent and not to use recording devices or cameras during the meeting.

In the event of an emergency, please follow the emergency exit signs and the directions of venue staff.

I am joined by my fellow directors, members of Noumi's management team and representatives of the Company's financial, legal and registry advisers.

The Court has ordered that, for the purposes of this meeting, Noumi Shares are taken to be held by the persons registered in the Noumi Share Register at 7.00 pm Sydney time on Tuesday, 3 November 2026.

Only Noumi Shareholders, other than Excluded Shareholders, registered at that time are entitled to vote at this meeting. Arrovest is an Excluded Shareholder and is not entitled to vote on the Share Scheme Resolution.

The Notice of Share Scheme Meeting is contained in the Scheme Booklet dated 2 October 2026. The Scheme Booklet is also available on Noumi's website and the ASX announcements platform, along with the Supplementary Disclosure Letter dispatched on 29 October 2026, which is also available on Noumi's website and the ASX announcements platform. I will take the Notice of Share Scheme Meeting, the accompanying explanatory notes, the Scheme Booklet and the Supplementary Disclosure Letter as read.

Unless otherwise stated, certain terms used during this meeting have the meanings given to them in the Scheme Booklet.

I also note that the Court's order convening this meeting does not mean that the Court has formed any view about the merits of the Share Scheme or how shareholders should vote. The Court has not prepared, and is not responsible for, the contents of the Scheme Booklet, and its order should not be treated as an endorsement of the Share Scheme.

The purpose of this meeting is to consider and, if thought fit, agree to the Share Scheme under which Arrovest will acquire all Scheme Shares for the Share Scheme Consideration.

I will first deliver my address. I will then ask our Company Secretary, Justin Coss, to explain the procedures for questions and voting before we consider the Share Scheme Resolution.

Good morning again and thank you for staying with us for this important meeting.

We are here today to consider the proposed Share Scheme under which Arrovest would acquire all the Noumi Shares it or its subsidiaries do not already own for 12.34 cents in cash per Noumi Share and will become Noumi's owner going forward.

I want to use my remarks this morning to explain, as simply as I can, why the Independent Board Committee unanimously recommends that shareholders vote in favour of the Share Scheme.

I also want to explain how we arrived at this point, because this proposal needs to be considered in the context of Noumi's capital structure and the work undertaken over the past year to address it.

I also want to outline why we have recommended this transaction now, notwithstanding the business is performing better. Before doing that, I should remind you that the Independent Board Committee, or IBC, comprises Jane McKellar, Stuart Black and me.

Michael Perich, Tony Perich and Tim Bryan have not participated in the IBC's consideration of the Share Scheme because of their associations with Arrovest and the Perich Group.

The IBC has approached this process independently, with the support of our financial and legal advisers. None of us will have an ongoing role with Noumi if the Share Scheme proceeds. Jane, Stuart and I intend to retire from the Board on implementation.

The IBC's unanimous recommendation is that shareholders vote in favour of the Share Scheme.

We make this recommendation in the absence of a Superior Proposal and I confirm that as at today's date no Superior Proposal has been received since the Scheme Booklet was issued and can confirm that the Independent Expert continues to conclude that the Share Scheme is in the best interests of shareholders.

Our recommendation has not been made lightly.

Why are we here?

The starting point is Noumi's convertible notes.

Those notes must be redeemed for cash in May 2027, unless converted beforehand. The estimated amount payable at maturity is approximately $610 million.

The conversion prices of the notes remain well above Noumi's recent share price, so conversion into ordinary shares is unlikely.

Noumi also has a revolving credit facility that matures in March 2027.

Together, those maturities create a very significant funding challenge for the Company.

The business is performing better, and that matters. But the better performance did not support a solution that saw these maturities repaid in full by the due date.

That is the issue the Board has had to address.

We tested the alternatives

Recognising the scale of that maturity, Noumi commenced a comprehensive strategic review in August 2025.

That review ran for approximately 12 months and was supported by MA Moelis Australia and our other advisers.

It was not a narrow process.

We considered a sale of Noumi as a whole.

We considered a sale of the Plant-based Milks business, the Dairy & Nutritionals business, or both.

We considered recapitalisation alternatives.

We considered refinancing the convertible notes.

And we explored whether the maturity of those notes could be amended or extended.

Our advisers engaged with several potential counterparties, and the Company tested the market thoroughly.

Certain parties expressed interest during that process.

However, no alternative emerged that could repay or refinance the convertible notes in full.

The noteholders were also unable to agree an extension of the notes.

And critically, no alternative proposal emerged that provided shareholders with comparable value to the Arrovest proposal.

We acted diligently and did not rush the process, but implementation of these types of transactions and recapitalisations takes time. These maturities are now imminent.

What the Share Scheme provides

Under the proposed Share Scheme, Scheme Shareholders will receive 12.34 cents in cash for each Scheme Share they hold on the Record Date. The shares held by Arrovest and its subsidiary will not be acquired under the Share Scheme.

That price represents an approximate 12.2 per cent premium to Noumi's closing share price immediately before the Share Scheme was announced and a 30 per cent premium to the 30-day volume-weighted average price.

The consideration is payable entirely in cash.

The Share Scheme is not subject to a financing condition or a due diligence condition.

So, if the Share Scheme is approved and all remaining conditions are satisfied or waived, Scheme Shareholders will receive a specified cash amount within a defined timeframe.

That certainty is important when weighed against the funding uncertainty the Company would otherwise continue to face and the risk that shareholders may otherwise realise little or no value for their shares.

The Independent Expert, Grant Thornton Corporate Finance, has concluded that the Share Scheme is fair and reasonable and therefore in the best interests of Noumi shareholders, in the absence of a superior alternative proposal emerging.

The Independent Expert assessed the fair value of a Noumi Share at between nil and 10.35 cents.

The Share Scheme Consideration of 12.34 cents is above that range.

Understandably, you may also be thinking: why is the IBC recommending that Noumi Shareholders approve the Share Scheme and sell their shares now, at a time when Noumi's business is improving?

I want to answer that directly.

The timing of the proposed Share Scheme has been driven by the approaching maturity of Noumi's revolving credit facility in March 2027 and its convertible notes in May 2027. As part of the Strategic Review Process, Noumi explored an amendment and extension of the notes, but such an amendment or extension could not be agreed with the requisite majority of noteholders.

If the Share Scheme is not implemented and no Superior Proposal emerges, shareholders will continue to be exposed to the risks associated with these fast-approaching maturity milestones. And, importantly, shareholders will be exposed in circumstances where, as at today, Noumi does not have a committed refinancing in place.

As I mentioned before, the Strategic Review Process was comprehensive. We tested the alternatives and explored a range of different transactions. But the feedback from the market was clear. Despite the progress made in improving the underlying performance of the business over the last several years, the market was simply not prepared at that time to value Noumi above the amount of its debt obligations.

We recognise the other side of the decision

It is also important to acknowledge the reasons why some shareholders may decide to vote against the Share Scheme, notwithstanding the upcoming debt maturities.

You may disagree with the IBC's unanimous recommendation or the Independent Expert's conclusion, or you may consider that the Share Scheme is not in your best interests.

You may believe that 12.34 cents does not adequately reflect the long-term potential of the Noumi business.

You may prefer to remain invested in Noumi as a listed company.

You may believe that another proposal could still emerge.

Or your individual tax circumstances may make the Share Scheme less attractive to you.

Those are legitimate considerations, and they are set out in further detail in the Scheme Booklet.

On longer term potential in particular, I would ask you to weigh it against what I said a moment ago. For shareholders, that potential sits on the other side of a $610 million obligation that the Company currently has no committed means of meeting.

The IBC also recognises that for some long-standing shareholders, the Share Scheme Consideration may crystallise a loss on their original investment.

We do not dismiss that.

We understand it, and we do not take it lightly.

Our responsibility, however, is to assess the options available to shareholders today.

What happens if the Share Scheme does not proceed?

This is an important part of the decision.

If the Share Scheme is not implemented and no Superior Proposal emerges, Noumi is expected to continue as a listed company.

But the funding challenge does not go away.

There is currently no committed arrangement in place to refinance, extend or otherwise settle those debt obligations.

As disclosed in Noumi's financial statements, this gives rise to a material uncertainty in relation to the Group's funding structure.

If those maturities cannot be addressed, there is a risk of default under the relevant debt arrangements, which could give creditors rights to take enforcement action.

In any restructuring, shareholders rank behind lenders and noteholders.

There is also no assurance that Noumi would be able to raise new capital, refinance the debt or negotiate an extension on terms that would preserve value for shareholders.

Even if a refinancing could be achieved, the Company could remain highly leveraged, with the associated constraints that would place on the business.

And if the Share Scheme does not proceed and no Superior Proposal emerges, the IBC considers there is a real risk that the share price could trade materially below the Share Scheme Consideration.

Against that backdrop, the Share Scheme provides shareholders with something the alternatives identified through the strategic review did not provide: cash value and certainty of outcome before those maturities fall due.

Why the IBC recommends the Share Scheme

So the IBC's recommendation ultimately comes down to a relatively straightforward assessment.

Noumi is a much stronger operating business than it was several years ago. The progress made by management and our people is real and is reflected in the Independent Expert's Report.

But the Company also has a capital structure that must be addressed within a very short timeframe.

We spent approximately a year testing alternatives.

No other proposal was identified that provided comparable value to shareholders.

Arrovest's proposal provides cash consideration at a premium to the pre-announcement trading price. And it provides liquidity for all securityholders.

It also provides a defined timeframe.

And the Independent Expert has concluded that it is fair and reasonable and in the best interests of shareholders, in the absence of a superior alternative proposal.

For those reasons, Jane, Stuart and I unanimously recommend that you vote in favour of the Share Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Share Scheme is in your best interests.

Each of us intends to vote all Noumi Shares we hold or control in favour of the Share Scheme, subject to those same qualifications and as Chair I intend to vote undirected proxies in favour of the Share Scheme.

This is ultimately your decision as shareholders. Arrovest will not vote. This decision rests solely with you, the minority shareholders.

I encourage you to consider the Scheme Booklet, the Independent Expert's Report and the risks and alternatives carefully.

But having been closely involved in the strategic review and in assessing the options available to Noumi, the IBC believes that the Share Scheme represents the best available outcome for shareholders in the circumstances the Company faces today.

It should be noted that the Share Scheme is conditional on (among other conditions) the Option Scheme being approved at the Option Scheme Meeting, which follows this meeting. However, if this condition is not satisfied, it may be waived, allowing the Share Scheme to proceed without the Option Scheme.

Please note that the Scheme Implementation Deed outlines a number of other customary conditions which must be satisfied (or waived) for the Share Scheme to become Effective and be implemented. A summary of these conditions is set out in the Scheme Booklet. The IBC is not aware of any circumstances that would prevent these conditions from being satisfied (or waived). Finally, if you have not yet voted, I should point out that for the Share Scheme to proceed, it must be approved by at least 75 per cent of the votes cast and by a majority in number of shareholders voting. That means every shareholder's vote counts, regardless of the size of your holding.

Thank you.

I will now move to the formal business of the meeting.

Optionholder Scheme of Arrangement

Chair's Address

Ladies and gentlemen, good morning once again. Many of you may have already attended the Annual General Meeting and Share Scheme Meeting which have just concluded. This is a separate meeting of the Noumi Optionholders in relation to the proposed Option Scheme. Accordingly, I need to deal afresh with the formal opening and procedural matters for this meeting.

It is now approximately 11:00am, which in accordance with the Notice of Option Scheme Meeting, is the later of 11.00 am and the conclusion of the Share Scheme Meeting.

I have been informed by the Company Secretary that a quorum is present. I therefore declare the Option Scheme Meeting of Noumi Limited open.

The Supreme Court of New South Wales ordered that this meeting be convened and that I act as Chair of the meeting or, failing me, that Stuart Black act as Chair.

Thank you for attending, whether you are here with us in Sydney or participating online.

This is a separate hybrid meeting from both the Annual General Meeting and the Share Scheme Meeting. Optionholders participating online should now be logged into the separate Option Scheme Meeting through the Automic Investor Portal.

For those in the room, I remind you to place mobile phones on silent and not to use recording devices or cameras during the meeting.

In the event of an emergency, please follow the emergency exit signs and the directions of venue staff.

I am joined by my fellow directors, members of Noumi's management team and representatives of the Company's financial, legal and registry advisers.

The Court has ordered that, for the purposes of this meeting, Noumi Options are taken to be held by the persons registered in the Noumi Option Register at 7.00 pm Sydney time on Tuesday, 3 November 2026.

Only Noumi Optionholders, other than any Excluded Optionholders, registered at that time are entitled to vote at this meeting.

The Notice of Option Scheme Meeting is contained in the Scheme Booklet dated 2 October 2026. The Scheme Booklet is also available on Noumi's website and the ASX announcements platform, along with the Supplementary Disclosure Letter dispatched on 29 October 2026, which is also available on Noumi's website and the ASX announcements platform. I will take the Notice of Option Scheme Meeting, the accompanying explanatory notes, the Scheme Booklet and the Supplementary Disclosure Letter as read.

Unless otherwise stated, certain terms used during this meeting have the meanings given to them in the Scheme Booklet.

I also note that the Court's order convening this meeting does not mean that the Court has formed any view about the merits of the Option Scheme or how Optionholders should vote. The Court has not prepared, and is not responsible for, the contents of the Scheme Booklet, and its order should not be treated as an endorsement of the Option Scheme.

The purpose of this meeting is to consider and, if thought fit, agree to the Option Scheme under which all Scheme Options will be cancelled and extinguished in exchange for the Option Scheme Consideration.

I will first deliver my address. I will then ask our Company Secretary, Justin Coss, to explain the procedures for questions and voting before we consider the Option Scheme Resolution.

Good morning again.

I will keep my remarks for this meeting relatively brief, as many of the matters relevant to the proposed transaction have just been addressed at the Share Scheme Meeting.

This is, however, a separate meeting for Noumi Optionholders, involving a separate scheme and a separate resolution. So, I would like to briefly explain what the Option Scheme means for you and why the Independent Board Committee unanimously recommends that you vote in favour of it.

Under the Option Scheme, if it becomes Effective and is implemented, each Scheme Optionholder will receive 0.2 cents in cash for each Scheme Option they hold on the Record Date.

Those options will then be cancelled and extinguished.

In considering that offer, it is important to look at the economics of the options themselves.

Each Noumi Option has an exercise price of 98 cents.

That compares with the Share Scheme Consideration of 12.34 cents per Noumi Share.

In other words, an Optionholder would need to pay 98 cents to exercise an option and acquire a Noumi share that, under the Share Scheme, would then be acquired by Arrovest for 12.34 cents.

For that reason, the Scheme Booklet explains that the Option Scheme provides Optionholders with cash value for the Noumi Options where the exercise price substantially exceeds the amount being offered for the underlying Noumi Shares.

If the Option Scheme is not implemented, Optionholders will remain exposed to Noumi's upcoming debt maturities. There is currently no committed refinancing in place to address those obligations.

Given Noumi's overall leverage, this creates a material uncertainty. If those maturities cannot be addressed, there is a risk of default under the relevant debt arrangements, which could give creditors enforcement rights and create significant uncertainty as to whether Optionholders would recover any value.

The Independent Expert, Grant Thornton Corporate Finance, has concluded that the Option Scheme is fair and reasonable and therefore in the best interests of Noumi Optionholders, in the absence of a superior alternative proposal emerging.

The Independent Board Committee has reached the same conclusion.

Jane McKellar, Stuart Black and I unanimously recommend that Optionholders vote in favour of the Option Scheme. We make this recommendation in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Option Scheme is in the best interests of Optionholders.

As Chair I intend to vote undirected proxies in favour of the Option Scheme.

It is also important to acknowledge the reasons why some optionholders may decide to vote against the Option Scheme.

You may disagree with the IBC's unanimous recommendation or the Independent Expert's conclusion, or you may consider that the Option Scheme is not in your best interests.

You may believe that another proposal could still emerge.

Or your individual tax circumstances may make the Option Scheme less attractive to you.

Those are legitimate considerations, and they are set out in further detail in the Scheme Booklet.

Our responsibility, however, is to assess the alternatives available to optionholders today, not the value we may have wished could be achieved in different circumstances.

And we must do that having regard to Noumi's full capital structure, including the approximately $610 million that must be repaid under the convertible notes.

There is one further point I want to make clear.

Although the Option Scheme is being considered separately today, it is conditional on (among other conditions) the Share Scheme being approved at the Share Scheme Meeting.

The Share Scheme may, in certain circumstances, proceed without the Option Scheme, but the Option Scheme cannot proceed independently of the Share Scheme.

So, while this is a separate decision for Noumi Optionholders, it forms part of the broader transaction we have discussed today.

Please note that the Scheme Implementation Deed outlines a number of other customary conditions which must be satisfied (or waived) for the Option Scheme to become Effective and be implemented. A summary of these conditions is set out in the Scheme Booklet. The IBC is not aware of any circumstances that would prevent these conditions from being satisfied (or waived).

For the reasons set out in the Scheme Booklet, the Independent Board Committee believes the Option Scheme provides a certain cash outcome for Optionholders and represents the best available outcome for the Noumi Options in the circumstances.

I therefore encourage you to vote in favour of the Option Scheme Resolution.

Thank you.

I will now move to the formal business of the meeting.

Noumi Limited

Shareholder Scheme of Arrangement Meeting

5 November 2026

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Summary Information Only
This presentation contains general information about Noumi Limited and its consolidated entities ("Noumi Limited") and its activities current as at the date of this presentation. It is provided in summary and does not purport to be complete. You acknowledge and agree that you will rely on your own independent assessment of any information, statements or representations contained in this presentation and such reliance will be entirely at your own risk.

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Nothing in this presentation should be construed as either an offer or invitation to sell or a solicitation of an offer to buy or sell Noumi Limited securities in any jurisdiction.

Non-IFRS information
Operating Profit, Statutory EBIT and Statutory EBITDA are unaudited, non-IFRS financial information.

Agenda

01 Chair’s address

02 Formal business

03 Close



Chair’s address

Genevieve Gregor

Proposed Scheme of Arrangement



- Revolving credit facility matures in March 2027; Convertible Notes (approximately $610 million redemption amount) mature in May 2027
- Comprehensive, year-long strategic review explored a sale, recapitalisation, refinancing, and maturity extension of the Convertible Notes
- Independent Expert concluded the Share Scheme is fair and reasonable and hence in the best interests of shareholders, in the absence of a superior alternative proposal emerging
- No Superior Proposal has been received as at the date of this meeting
- IBC Directors unanimously recommend shareholders vote in favour of the Share Scheme

Proposed Scheme of Arrangement

- If the Share Scheme is implemented, Scheme Shareholders receive 12.34 cents cash per share
- Represents an approximately 12.2% premium to the closing price on 20 July 2026 and a 30.0% premium to the 30-day VWAP
- Share Scheme consideration of 12.34 cents is above the Independent Expert's assessed fair value range for a Noumi share
- If the Share Scheme is not implemented, Noumi has no committed arrangement to refinance or extend its March 2027 and May 2027 maturities



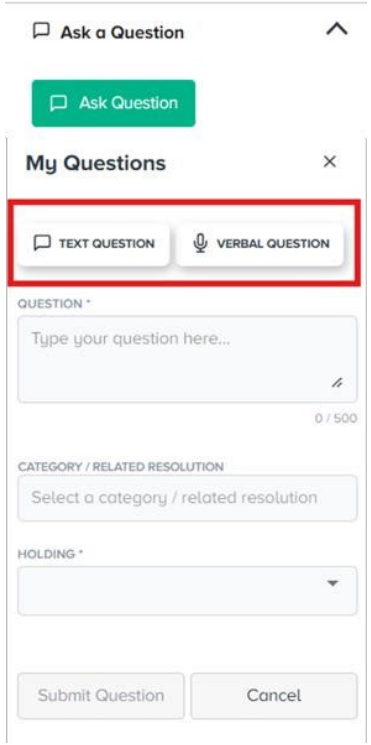
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Formal business

Ask a Question

AUTOMIC GROUP

1. Click on the “Ask a Question” dropdown, then “Ask Question”
2. Choose Text Question or Verbal Question
3. Type your question then select the relevant resolution and holding. Once done, click “Submit Question”.



For support call:

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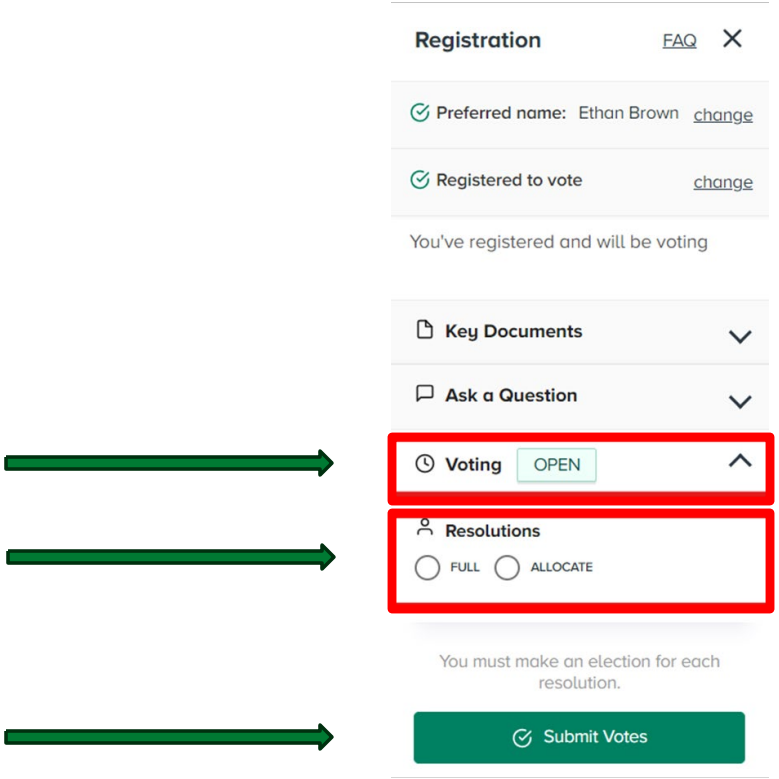
Voting Instructions

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1. Once registered and voting has opened, click the “Voting” dropdown

2. Select either the “Full” or “Allocate” and then your voting direction for each resolution

3. Follow the prompts and “Submit Votes” before voting closes



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Resolution 1

Resolution to approve Scheme of Arrangement

"That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Noumi Limited and the holders of its ordinary shares (other than Excluded Shareholders), the terms of which are 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 Supreme Court of New South Wales to which Noumi Limited and Arrovest Pty Ltd agree and, subject to approval of the Share Scheme by the Court, the IBC is authorised to implement the Share Scheme with any such alterations or conditions."

Resolution 1

Resolution to approve Scheme of Arrangement

"That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Noumi Limited and the holders of its ordinary shares (other than Excluded Shareholders), the terms of which are 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 Supreme Court of New South Wales to which Noumi Limited and Arrovest Pty Ltd agree and, subject to approval of the Share Scheme by the Court, the IBC is authorised to implement the Share Scheme with any such alterations or conditions."

	For	Proxy Discretion	Against	Abstain
Votes by Proxy	42,127,466	255,466	5,272,174	1,400
	88.40%	0.54%	11.06%	
Holders	127	7	33	1
	76.97%	4.24%	20.00%	

Q&A


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02 Formal business

03 Close



Chair’s address

Genevieve Gregor

Proposed Scheme of Arrangement



- Revolving credit facility matures in March 2027; Convertible Notes (approximately $610 million redemption amount) mature in May 2027
- Comprehensive, year-long strategic review explored a sale, recapitalisation, refinancing or amendment and extension of the Convertible Notes
- Independent Expert concluded the Option Scheme is fair and reasonable and hence in the best interests of optionholders, in the absence of a superior alternative proposal emerging.
- No Superior Proposal has been received as at the date of this meeting
- IBC Directors unanimously recommend optionholders vote in favour of the Option Scheme

Proposed Scheme of Arrangement

- If the Option Scheme is implemented, Scheme Optionholders receive 0.2 cents cash per option
- Scheme consideration is above the Independent Expert's assessed fair value range for a Noumi option
- If the Option Scheme is not implemented, Noumi has no committed arrangement to refinance or extend its March 2027 and May 2027 maturities



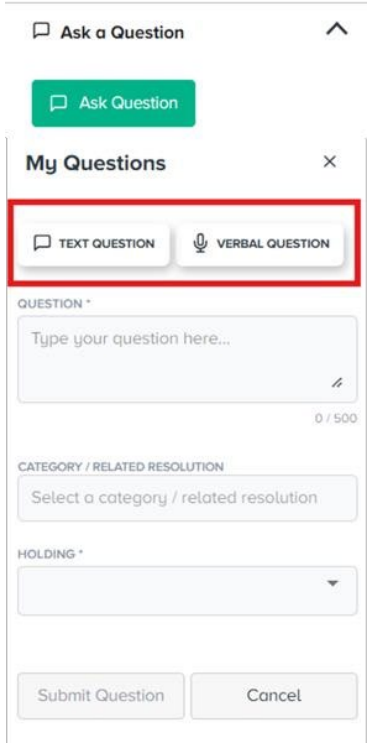
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Formal business

Ask a Question

AUTOMIC GROUP

1. Click on the “Ask a Question” dropdown, then “Ask Question”
2. Choose Text Question or Verbal Question
3. Type your question then select the relevant resolution and holding. Once done, click “Submit Question”.



For support call:

1300 816 159 (within Australia)

+61 2 8072 1479 (overseas)

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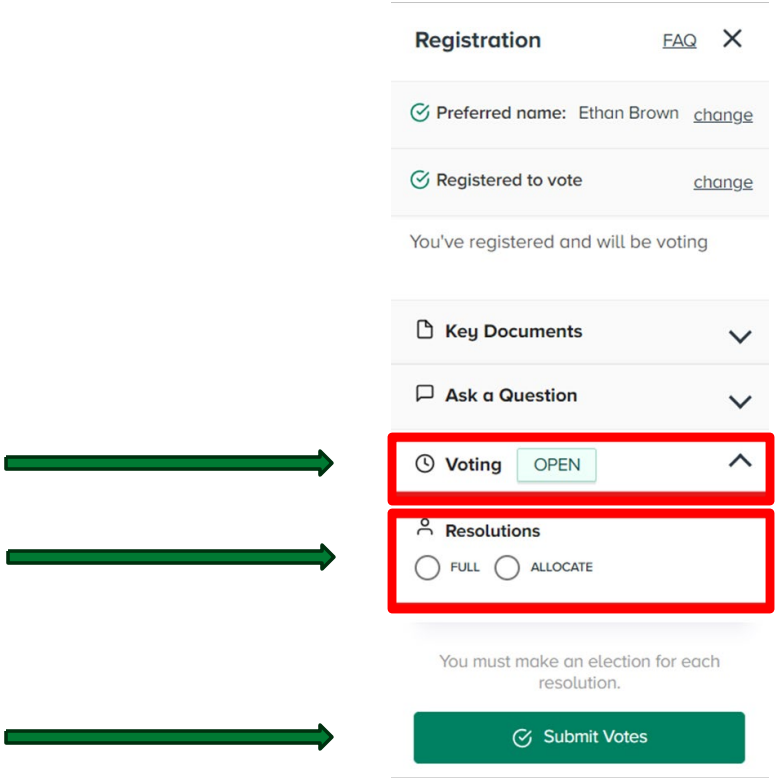
Voting Instructions

AUTOMIC GROUP

1. Once registered and voting has opened, click the “Voting” dropdown

2. Select either the “Full” or “Allocate” and then your voting direction for each resolution

3. Follow the prompts and “Submit Votes” before voting closes



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Resolution 1

Resolution to approve Scheme of Arrangement

"That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Noumi Limited and the holders of its listed options (other than Excluded Optionholders), the terms of which are 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 Supreme Court of New South Wales to which Noumi Limited and Arrovest Pty Ltd agree and, subject to approval of the Option Scheme by the Court, the IBC is authorised to implement the Option Scheme with any such alterations or conditions."

Resolution 1

Resolution to approve Scheme of Arrangement

"That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Noumi Limited and the holders of its listed options (other than Excluded Optionholders), the terms of which are 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 Supreme Court of New South Wales to which Noumi Limited and Arrovest Pty Ltd agree and, subject to approval of the Option Scheme by the Court, the IBC is authorised to implement the Option Scheme with any such alterations or conditions."

	For	Proxy Discretion	Against	Abstain
Votes by Proxy	9,702,161	16,393	1,633,715	0
	85.46%	0.14%	14.39%	
Holders	82	6	18	
	77.36%	5.66%	16.98%	

Q&A


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