



Engineering Success

Response to Questions in advance of Scheme Meeting and EGM to be held on 1 August 2024

Civmec Limited (“**Civmec**”, together with its subsidiaries, the “**Group**”) (ASX:CVL, SGX: P9D) refers to the Circular to Shareholders dated 10 July 2024 (the “**Circular**”) and the Notices of Shareholders’ Scheme Meeting and EGM both dated 10 July 2024 (the “**Notices**”) in relation to the Change of Domicile through the Proposed Transactions. The deadline to submit substantial and relevant questions related to the resolutions to be tabled for approval at the Shareholders’ Scheme Meeting and EGM was 5.00 p.m. on 24 July 2024. In accordance with the Circular and Notices, please see below for Civmec’s responses to all substantial and relevant questions received from Shareholders before the deadline.

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings ascribed to them in the Circular.

1. How will the proposed transactions affect the company’s financial position?

The Change of Domicile through the Proposed Transactions is not expected to have an impact on the Group’s financial position aside from the transaction costs which are not material in nature.

2. How will the proposed transactions and the change of domicile impact Civmec’s continued operations, existing contracts, and relationships with its clients?

The Change of Domicile through the Proposed Transactions is not expected to materially impact Civmec’s continued operations. Civmec has already engaged with its clients and, to the extent required, has obtained their necessary approvals. This ensures that existing contracts will continue as planned and relationships with clients will remain strong and unaffected by the Change of Domicile through the Proposed Transactions.

3. What are the steps and procedures that shareholders need to follow in order to transfer their shares to Civmec Australia Limited (NewCo) as part of the restructuring process?

Subject to the satisfaction of the Conditions set out in the Implementation Agreement which includes, among other things, the approval of the Shareholders’ Scheme at the Shareholders’ Scheme Meeting and the sanction of the Shareholders’ Scheme by the Court and the Shareholders’ Scheme becoming effective, your shareholdings will automatically transfer at the completion of the transaction and you are not required to complete any forms (see below).

In addition, please also note that:

- (a) in the case of Entitled Shareholders (being Depositors who are not Overseas Shareholders), you do not need to take any action as CDP will on their end reflect on their records the change in the shares held in your Securities Account from Shares to NewCo Shares based on the number of Shares standing to the credit of such Entitled Shareholder’s Securities Account as at the Record Date;
- (b) in the case of Entitled Shareholders (who are not Depositors or holders of CDIs), each existing share certificate representing a former holding of Shares will cease to be evidence of title to

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(Company Registration Number 201011837H)

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the Shares represented thereby from the Effective Date. The NewCo will allot and issue to each Entitled Shareholders (who are not Depositors, holders of CDIs or Overseas Shareholders) the relevant number of NewCo Shares based on their holding of the Shares appearing in the Register of Members as at the Record Date. Such NewCo Shares are to be issued on the issuer-sponsored sub-register in Australia; and

- (c) in the case of Entitled Shareholders who hold CDIs on the CHESS sub-register and the issuer-sponsored sub-register in Australia, NewCo shall allot and issue the NewCo Shares to CDN which will then transfer to such Entitled Shareholders who hold CDIs on the CHESS sub-register and the issuer-sponsored sub-register in Australia and who are not Overseas Shareholders, on the same sub-registers as the CDIs were held based on their holding of CDIs as at the Record Date.

Please refer to paragraphs 9.2 and 9.3 of Appendix A to the Circular for more information on the procedure for the transfer of Shares to NewCo (including further information for CPFIS Members, SRS Investors, etc) and paragraph 11 of Appendix A to the Circular for more information on the settlement and registration procedures. For more information on the sale of the NewCo Shares which would otherwise have been directly issued to the Overseas Shareholders under the Sale Facility, please refer to the responses to Question 4 below and Section 3.5 of the Circular.

Separately, if you would like to transfer your shares from the SGX to ASX prior to or after the completion of the transaction you can do so by following the steps outlining on the Civmec website (<https://civmec.com.au/investors/transferring-your-shares/>). Based on the indicative timeline set out in the Circular, the expected last day for cross-border conversion of Shares into CDIs and *vice versa* is 20 August 2024. The expected date for the commencement of cross-border movements of the NewCo Shares is 13 September 2024. As mentioned in the Circular, during these periods (between the last day for cross-border conversion and the commencement of cross-border movement), the Company will bear (on a one-time basis) the charges attributable to the removal of NewCo Shares from the Singapore Share Register to the Australian Share Register. For more information, please refer to Section 1.4.7 of the Circular. Note that these dates are indicative only and subject to change since the date of the Court hearing of the application to sanction the Shareholders' Scheme will depend on the date that is allocated by the Court. Please refer to further announcements by the Company for the exact dates and times of these events.

Shareholders should note that the Change of Domicile through the Proposed Transactions remains subject to, amongst others, the fulfilment of the Conditions under the Implementation Agreement. There is no certainty or assurance that the Conditions can be fulfilled or that the Change of Domicile through the Proposed Transactions will be undertaken at all. Please refer to the Circular for more information on the Change of Domicile through the Proposed Transactions, including the Conditions.

4. What are the procedures for Overseas Shareholders regarding the transfer and sale of shares?

As of 19 July 2024, there are no Overseas Shareholders on the register of Members.

To the extent that there are any Overseas Shareholders as at the Record Date, please note that the entire NewCo Shares which would otherwise have been directly issued to the Overseas Shareholders will be issued to the Sale Agent, as their nominee on trust, for sale through the Sale Facility and each Overseas Shareholder will receive a *pro rata* share of the net proceeds from the sale of all the NewCo Shares sold through the Sale Facility. Overseas Shareholders will receive the proceeds of sale after deductions for applicable brokerage, foreign exchange, stamp duty and other selling costs, taxes and charges. For more information on the Sale Facility, please refer to Section 3.5 of the Circular.



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Shareholders are reminded that the Shareholders' Scheme Meeting and the EGM will be held in Singapore at Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558 and using virtual meeting technology on 1 August 2024. The Shareholders' Scheme Meeting will start at 10:30 a.m. and the EGM will start at 11:00 a.m. (or as soon thereafter following the conclusion of the Shareholders' Scheme Meeting). Shareholders and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the meetings by attending the meetings in person or by participating in the meetings using virtual meeting technology.

Shareholders who wish to appoint third party proxy(ies) are encouraged to submit their instrument appointing a proxy(ies) early, and should request proxy(ies) who wish to attend the virtual meeting to pre-register by 5.00 p.m. on 29 July 2024. This can be done using the pre-registration website at the URL: <https://conveneagm.sg/civmec> .

This announcement was authorised for release to the ASX and SGX by the Board.

*****End of Release*****

About Civmec Limited

Civmec is an integrated, multi-disciplinary construction and engineering services provider to the Energy, Resources, Infrastructure and Marine & Defence sectors. Headquartered in Henderson, Western Australia, Civmec has regional offices in Newcastle (New South Wales, Australia), Gladstone (Queensland, Australia), and Port Hedland (Western Australia). The company is listed on the SGX (Singapore SGX:P9D) and the ASX (Australia ASX:CVL). Its core capabilities include heavy engineering, shipbuilding, modularisation, SMP (structural, mechanical, piping), EIC (electrical, instrumentation and control), precast concrete, site civil works, industrial insulation, maintenance, surface treatment, refractory and access solutions.

For more information, please visit our website at www.civmec.com.au