



ASX Announcement

Monday, 6 December 2021

RESULTS OF SCHEME MEETING

Intega Group Limited (ASX:ITG) (**Intega**) announces that Intega Shareholders today voted in favour of the members' scheme of arrangement under which it is proposed that all of the ordinary shares on issue in Intega (**Intega Shares**) will be acquired by Kiwa Australia 2 Pty Ltd (ACN 654 686 549), a wholly-owned subsidiary of Kiwa N.V. (the **Scheme**).

Results of the Scheme Meeting

The resolution to approve the Scheme, which is set out in the Notice of Scheme Meeting that was included in the Scheme Booklet dated 3 November 2021 that was despatched to the holders of Intega Shares (**Intega Shareholders**), (the **Scheme Resolution**) was approved by the requisite majorities of Intega Shareholders at the meeting of Intega Shareholders to consider and vote on the Scheme that was held today in accordance with the orders made by the Supreme Court of New South Wales (the **Court**) on 2 November 2021 (**Scheme Meeting**). In summary:

- 93.20% of Intega Shareholders present and voting (in person or by proxy, attorney or corporate representative) voted in favour of the Scheme Resolution; and
- 99.77% of the votes cast by Intega Shareholders were in favour of the Scheme Resolution.

Details of the valid proxies received, and votes cast, on the Scheme Resolution are attached to this announcement.

Next steps for implementing the Scheme

Implementation of the Scheme remains subject to the approval of the Court. Intega will apply to the Court for orders approving the Scheme at the Second Court Hearing, which is scheduled for 9:15am (Sydney time) on Thursday, 9 December 2021. Intega will make a further announcement after the Court has considered Intega's application.

If the Court approves the Scheme, Intega proposes to lodge an office copy of the orders of the Court with the Australian Securities and Investments Commission on Friday, 10 December 2021, at which time the Scheme will become legally effective pursuant to section 411(10) of the Corporations Act (**Effective**).

If the Scheme becomes Effective:

- Intega will apply for the official quotation of (and trading in) Intega Shares on the Australian Securities Exchange (**ASX**) to be suspended from close of trading on Friday, 10 December 2021;
- as described in the Scheme Booklet, on implementation of the Scheme, Intega Shareholders who held Intega Shares on the Scheme Record Date (which is currently expected to be 7:00pm (Sydney time) / 6:00pm (Brisbane time) on Tuesday, 14 December 2021) will receive consideration under the Scheme of A\$0.90 in cash for each Intega Share held on the Scheme Record Date (**Scheme Consideration**); and
- the Scheme is expected to be implemented on Friday, 17 December 2021.

The key expected dates in relation to the implementation of the Scheme are set out below.

Event	Expected date
Second Court Hearing	9:15am (Sydney time) / 8:15am (Brisbane time) on Thursday, 9 December 2021
Effective Date (date on which the Scheme becomes Effective)	Friday, 10 December 2021
Scheme Record Date (date for determining entitlements to the Scheme Consideration)	7:00pm (Sydney time) / 6:00pm (Brisbane time) on Tuesday, 14 December 2021
Scheme Implementation Date (date on which Intega Shareholders participating in the Scheme will receive the Scheme Consideration)	Friday, 17 December 2021

All dates in the above timetable are indicative only and are subject to change, including as a result of the Court approval process. Any changes to the above timetable will be announced to the ASX as required.



Further information

Intega Shareholders can obtain further information in relation to the Scheme by visiting www.intega.net/intega-scheme-arrangement/ or by calling the Intega Shareholder Information Line on 1300 161 432 (within Australia) or +61 3 9415 4063 (outside Australia), Monday to Friday between 7:30am and 4:00pm (Brisbane time) / 8:30am and 5:00pm (Sydney time).

This announcement has been authorised by the Intega Board.

– ENDS –

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About Intega

The Intega Group is a leading engineering services provider, with a focus on Asset and Infrastructure Integrity. Intega is listed on the Australian Securities Exchange (ASX:ITG). www.intega.net

About Kiwa

Kiwa is a Netherlands headquartered rapidly growing Testing, Inspection and Certification organization with approximately 5,500 employees in 35 countries.

Kiwa is an independent global company in Testing, Inspection and Certification (TIC). Kiwa's core businesses are supported and strengthened by (strictly separated) training, consultancy and data services. With its TIC and adjacent services, Kiwa creates trust in its customers' products, services, processes, (management) systems and employees.

It does so in a wide variety of market segments, ranging from drinking water and (renewable) energy, construction and healthcare to food, feed & farm and medical & pharma. Kiwa has clients in manufacturing and process industries, (business) services, public and private utilities, governments and international institutions.

**Intega Group Limited
Scheme Meeting
6th December, 2021
Results of Meeting**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth); and ASX Listing Rule 3.13.2

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
"That pursuant to, and in accordance with, section 411 of the Corporations Act, the Scheme, the terms of which are contained in and more particularly described in the Scheme Booklet (of which this Notice of Scheme Meeting forms part) is approved (with or without alterations and/or conditions as approved by the Court and agreed to by Intega and Kiwa)."	326,372,464 99.68%	738,591 0.23%	300,418 0.09%	21,756	327,706,315 99.77%	760,591 0.23%	21,756	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					411 93.20%	30 6.80%	2	

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.