

## Australian Securities Exchange Announcement

9 August 2019

The Manager  
Companies Announcements Office  
Australian Securities Exchange  
Electronic Lodgment

### RESULTS OF SCHEME MEETING AND DECLARATION OF SPECIAL DIVIDEND

Further to its announcement on 5 July 2019, Legend Corporation Limited (ASX:LGD) (**Legend**) is pleased to announce that Legend Shareholders today voted [overwhelmingly] in favour of the scheme of arrangement (**Scheme**) for the proposed acquisition of 100% of the issued shares in Legend by Greenland BidCo Pty Ltd ACN 633 363 096 (**BidCo**), a company owned by funds managed by Adamantem Capital.

#### Scheme Meeting voting results

For the purpose of ASX Listing Rule 3.13.2 and subsections 251AA(1) & (2) of the *Corporations Act 2001* (Cth), Legend states that the Scheme Resolution, as set out in the Notice of Scheme Meeting in Annexure 3 to the Explanatory Booklet, was passed by the requisite majorities of Shareholders with:

- 92.42% of Legend Shareholders present and voting (either in person or by proxy) in favour of the resolution; and
- 99.51% of votes cast in favour of the resolution.

The poll report submitted by the Returning Officer as appointed by Legend is attached.

#### Declaration of Special Dividend

Legend also announces that the Legend Board has declared a fully franked special dividend of \$0.07 per Legend share (**Special Dividend**), subject to the Scheme becoming effective under section 411(10) of the *Corporations Act 2001* (Cth) (**Effective**). If the Scheme becomes Effective, Legend shareholders who hold Legend Shares on the Special Dividend Record Date (which is currently expected to be 7.00pm (Melbourne time) on Wednesday, 21 August 2019) will receive the Special Dividend on implementation of the Scheme (which is expected to occur on Friday, 30 August 2019).

#### Next steps

Legend will apply to the Federal Court of Australia for approval of the Scheme and will make a further announcement after the Court has considered Legend's application.

#### Indicative Timetable (Subject to Court Approval)

Description	Date <sup>1</sup>
Second Court Hearing	Friday 16, August 2019
Effective Date of the Scheme	Monday 19 August 2019
Last Day of trading of Legend Shares	Monday 19 August 2019
Special Dividend Record Date	Wednesday, 21 August 2019
Scheme Record Date	Monday, 26 August 2019
Implementation Date	Friday, 30 August 2019



- 1) All dates and times are indicative only. Any changes to the timetable (which may include an earlier or later date for the Second Court Date) will be announced through ASX and published on Legend's website.

If the Court approves the Scheme, Legend proposes to lodge the Orders of the Court with the Australian Securities and Investments Commission on Monday, 19 August 2019, in which case the Scheme will become Effective on that date.

As described in the Explanatory Booklet, if the Scheme becomes Effective, on implementation of the Scheme, Legend Shareholders will receive:

- Scheme Consideration: scheme consideration of \$0.295 for each Legend Share held as at the Scheme Record Date; and
- Special Dividend: a fully franked Special Dividend of \$0.07 for each Legend Share held as at the Special Dividend Record Date

On behalf of the Board

**Bruce Higgins**

Chairman of Legend Corporation Limited

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**Legend Corporation Limited Scheme Meeting Results**  
**Friday 9 August 2019**

As required by section 251AA(2) of the Corporations Act 2001 the following statistics are provided in respect of the resolution in the notice of meeting.

	Votes	Manner in which the Security holders Voted (including attendees and proxy holders)				Result
		For	Against	Abstaining / Disallowed	Discretionary	
Resolution and method of decision, on a show of hands (S) or poll (P)						
<b>Resolution</b> Approval of the Scheme of Arrangement (Total Votes Cast)		182,958,188	881,874	10,000	669,746	
<b>Resolution</b> Approval of the Scheme of Arrangement (Percentage)	P	99.15	0.48	0.01	0.36	Carried
<b>No of Attendees</b> (in person or by proxy)		366	31	1	24	
<b>No of Attendees</b> (Percentage)	P	86.73	7.35	0.23	5.69	Carried