

3 December 2019

ASX Limited
Company Announcement Office
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Konekt Shareholders approve Scheme of Arrangement

Konekt Limited (ASX: KKT) ("Konekt") is pleased to announce that Konekt Shareholders have approved the scheme of arrangement under which Advanced Personnel Management International Pty Ltd ("APM") will acquire 100% of the issued share capital of Konekt ("Scheme").

Voting Results

The resolution to approve the Scheme ("Scheme Resolution"), as set out in the Notice of Meeting attached to the Scheme Booklet dated 30 October 2019, was approved by the requisite majorities of Konekt shareholders at the scheme meeting held earlier today. The voting results of the meeting are attached.

In summary:

- 99.96% of Konekt shareholders present at the meeting (in person or by proxy) voted in favour of the Scheme Resolution; and
- 99.96% of the votes cast were in favour of the Scheme Resolution.

Next steps

Konekt will now apply to the Federal Court of Australia ("Court") for orders approving the Scheme at the hearing scheduled for Monday, 9 December 2019.

If the Court approves the Scheme, Konekt proposes to lodge the order of the Court with the Australian Securities and Investments Commission on Tuesday, 10 December 2019 at which time the Scheme will become legally effective. This will be the last day that Konekt shares will trade on ASX.

About Konekt Group

With 700 staff and over 107 branches across Australia, Konekt is one of the largest integrated employment placements, workplace injury management and workplace health solutions providers in Australia. Konekt's focus is on helping organisations, individuals and government to maximize workforce participation and productivity, and minimize the impact of workplace injury. We help organisations minimise workplace costs, resulting in increased participation, reduced workers' compensation premiums and safer workplaces. Konekt Employment is a leading jobactive, NEIS and DES provider, with Konekt Workcare assisting injured workers returning to the workforce.

The Scheme is expected to be implemented on Friday, 20 December 2019 (“Implementation Date”).

Special Dividend and Scheme Consideration

The Konekt board has declared a fully franked special dividend of \$0.05 per Konekt share held on the relevant record date, subject to the Scheme becoming effective (“Special Dividend”).

Accordingly, on the basis the Scheme becomes Effective, Konekt shareholders will receive total cash payments of \$0.70 per share comprising:

- a fully franked Special Dividend of \$0.05 per Konekt share held by each Konekt shareholder on 11 December 2019 (conditional on the Scheme becoming effective); and
- the Scheme consideration of \$0.65 per Konekt share held by each Konekt shareholder on Monday, 16 December 2019 (“Scheme Consideration”).

Payment of both the Special Dividend and the Scheme Consideration is expected to be made on the Implementation Date (expected to be Friday, 20 December 2019).

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Konekt Limited

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**Konekt Limited
Scheme Meeting
Tuesday, 03 December 2019
Voting Results**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

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 2001 (Cth), the scheme of arrangement proposed between Konekt Limited and the holders of its ordinary shares (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 agreed to (with or without alterations or conditions as approved by the Court and which are agreed to by Konekt Limited and APM) and, subject to approval of the Scheme by the Court, the Konekt Limited board of directors is authorised to implement the Scheme with any such alterations or conditions.	78,609,592 97.95%	32,248 0.04%	1,612,857 2.01%	0	80,247,449 99.96%	32,248 0.04%	0	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					180 99.96%	3 0.04%	0	

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