

ALTIUM LIMITED

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Australia

Court approves convening of Scheme Meeting and distribution of Scheme Booklet

Sydney, Australia – 5 June 2024 – Altium Limited (**ASX: ALU**) (“**Altium**”) provides the following updates in relation to the binding scheme implementation agreement (“**SIA**”) entered into with Renesas Electronics Corporation (TSE: 6723) (“**Renesas**”) on 15 February 2024 to acquire 100% of the issued shares in Altium by way of a scheme of arrangement (the “**Scheme**”).

Court orders

Altium is pleased to announce that the Supreme Court of New South Wales has made the following orders in relation to the Scheme today:

- that Altium convene and hold a meeting of Altium shareholders to consider and vote on the Scheme (“**Scheme Meeting**”); and
- approving the distribution to Altium shareholders of the Scheme Booklet, which provides information on the Scheme, the Notice of Scheme Meeting and the Independent Expert’s Report (“**IER**”).

The Scheme Meeting, at which Altium shareholders will vote on the proposed Scheme, is scheduled to be held at 9:00am (Sydney time) on Friday, 12 July 2024 at Level 61, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000.

Scheme Booklet

The Scheme Booklet will be released to the ASX following registration with the Australian Securities and Investment Commission. A copy of the Scheme Booklet will be available on the Altium website at <https://www.altium.com/company/investor-relations/investor-center/scheme>.

The Scheme Booklet, including the IER, Notice of Scheme Meeting, proxy form and question form is expected to be despatched on or around Wednesday, 12 June 2024.

Altium shareholders who previously have elected to receive meeting materials by post will receive hard copies of the Scheme Booklet along with personalised proxy and question forms for the Scheme Meeting. All other Altium shareholders will receive either an email to their nominated email address containing links to access the Scheme Booklet, personalised proxy forms and the option to ask questions if they have elected to receive materials electronically or, if they have not elected to receive communications electronically, will be sent materials by post directing them how to access the Scheme Booklet electronically, along with personalised proxy and question forms.

Altium shareholders should read the Scheme Booklet in its entirety before making their decision on whether to vote in favour of the Scheme.

Independent Expert’s Report

The Scheme Booklet contains the IER prepared by Kroll Australia Pty Ltd (“**Independent Expert**”). The Independent Expert has concluded that the Scheme is in the best interest of Altium shareholders, in the absence of a superior proposal. The Independent Expert has assessed the value of an Altium Share on a controlling interest basis to be in the range of A\$62.37 and A\$70.27. The Scheme Consideration of A\$68.50 per Altium Share falls within this range.

The Independent Expert’s conclusion should be read in the context of the full IER and the Scheme Booklet.

Board recommendation

The Altium Board recommends unanimously that Altium shareholders vote in favour of the Scheme in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interest of Altium shareholders.

Subject to those same qualifications, all Altium Directors (who in aggregate own 13.8 million Altium shares) intend to vote all the Altium shares they hold or control in favour of the Scheme.

Scheme Consideration

If the Scheme is approved and implemented, Altium shareholders will receive A\$68.50 cash for each Altium Share they hold on the Scheme Record Date reduced by the value of any future approved dividend declared or paid ("**Scheme Consideration**").¹

Details of Scheme Meeting

The Scheme Meeting, at which Altium shareholders will vote on the proposed Scheme, will be held at 9:00am (Sydney time) on Friday, 12 July 2024 at Level 61, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000.

The Scheme can be implemented only if, in addition to the satisfaction or waiver (in the case of certain conditions precedent that are capable of being waived) of all other conditions precedent, it is approved by the requisite majorities of:

- at least 75% of the total number of votes cast on the Scheme resolution at the Scheme Meeting; and
- more than 50% in number, unless the Court orders otherwise, of eligible Altium shareholders present and voting at the Scheme Meeting.

Shareholders are encouraged to vote by attending in person. If you are unable to attend the Scheme Meeting, please complete the proxy form accompanying the Scheme Booklet and ensure it is received by the Altium share registry by 9:00am (Sydney time) on Wednesday, 10 July 2024.

Key Dates

The indicative timetable for implementation of the Scheme is set out below:

Indicative Timetable	Event
Despatch of scheme booklet to shareholders	12 June 2024
Scheme meeting	12 July 2024
Second court date	18 July 2024
Effective date	19 July 2024
Scheme Record Date	25 July 2024
Implementation date	1 August 2024

Further information

For more information, please refer to the Scheme Booklet. If Altium shareholders have any questions in relation to the Scheme Booklet, the Scheme or their shareholding, they are encouraged to contact Altium's

¹ The Scheme Consideration will be reduced by the amount of any approved dividend being any future special, ordinary, interim or final dividend that is declared or paid. However, it is expected that implementation of the Scheme will occur prior to any final dividend for the financial year ending 30 June 2024 being declared or paid. The Altium Board does not plan to declare or pay a special dividend in connection with the Scheme.

Shareholder Information Line on 1300 103 401 (within Australia) and +61 2 9066 4063 (outside Australia). The Altium Shareholder Information Line is open between Monday and Friday (excluding public holidays) from 8.30am to 5.30pm (Sydney time).

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Announcement authorised by:

Sam Weiss
Chairman
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ENDS

About Altium

Altium ([ASX:ALU](https://www.altium.com)) is a multinational software corporation headquartered in San Diego, California, that designs and develops electronics design systems for 3D PCB design and embedded system development. Altium products are found everywhere from world leading electronic design teams to the grassroots electronic design community.

With a unique range of technologies, Altium helps organizations and design communities to innovate, collaborate and create connected products while remaining on time and on budget. Products provided are ACTIVEBOM®, ActiveRoute®, Altium 365®, Altium Concord Pro™, Altium Designer®, Altium NEXUS®, Altium Vault®, Autotrax®, Camtastic®, Ciiva™, CIIVA SMARTPARTS®, CircuitMaker®, CircuitStudio®, Common Parts Library™, Draftsman®, DXP™, Easytrax®, EE Concierge®, NanoBoard®, NATIVE 3D™, OCTOMYZE®, Octopart®, P-CAD®, PCBWORKS®, PDN Analyzer™, Protel®, Situs®, SmartParts™, Upverter®, X2®, XSignals®.

Founded in 1985, Altium has offices worldwide, with US locations in San Diego, Boston, Dallas, New York City and New Jersey. European locations in Karlsruhe, Kiev, Cambridge, Munich, Markelo and Zug, and Asia Pacific locations in Shanghai, Beijing, Shenzhen, Tokyo and Sydney. For more information, visit www.altium.com. You can also follow and engage with Altium via [Facebook](#), [Twitter](#), [LinkedIn](#) and [YouTube](#).