



amaysim Australia Ltd  
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ABN: 65 143 613 478

21 January 2021

The Manager  
Market Announcements Office  
Australian Securities Exchange  
4<sup>th</sup> Floor, 20 Bridge Street  
Sydney NSW 2000

Dear Sir / Madam

**EGM Voting Results**

In accordance with Listing Rule 3.13.2 and Section 251AA(2) of the Corporations Act 2010 (Cth), amaysim Australia Limited (ASX:AYS) encloses the voting results from the Extraordinary General Meeting that was held on 21 January 2021.

Authorised by:

**Alexander Feldman**

amaysim | Chief Strategy Officer, General Counsel & Company Secretary

## ASX ANNOUNCEMENT

21 January 2021

### Extraordinary General Meeting Results

amaysim Australia Limited (ASX:AYS) (**amaysim** or **Company**) has today concluded its Extraordinary General Meeting (**EGM**) with shareholders voting in favour of all resolutions, including the resolution to dispose of the Company's main undertaking, being the sale of the Mobile business to Optus.

The full results of the meeting are attached to this announcement. Unless otherwise defined, capitalised terms used in this announcement have the meaning given in the Notice of Extraordinary General Meeting issued on 3 December 2020 (**Notice of Meeting**).

Commenting on the vote, CEO and Managing Director and Founder, Peter O'Connell said: "We are very pleased that shareholders have voted in favour of the sale of amaysim's Mobile business to our long-term strategic wholesale partner, Optus. Over the last ten years, amaysim has successfully disrupted Australia's mobile industry, providing customers with transparent plans and excellent customer service and this marks the next chapter for the business.

"Optus is inheriting an incredibly talented team, who have built Australia's largest mobile virtual network operator (MVNO) with an enviable Net Promoter Score (NPS) and amazing culture. Now, supported by Optus, I am looking forward to seeing amaysim continue to deliver value to our customers and to reach new heights."

amaysim customers will continue to receive their plan benefits from amaysim with Optus intending to keep the brand intact and providing the power to accelerate growth in the MVNO market.

The transaction is expected to complete on 1 February 2021.

Shareholders also approved a return of capital at the EGM. This approval will enable amaysim to return a component of the Distribution in the form of an equal capital reduction, as outlined in the Notice Of Meeting. Per recent announcements to market, amaysim has revised its forecast total Distribution: in effect, returning to the higher amount of A\$0.67 - A\$0.73 per share with a mid-point of A\$0.70 per share.<sup>1</sup>

Finally, shareholders at the EGM approved amaysim's delisting and removal from the ASX Official List. As outlined in the Notice of Meeting, amaysim will make the Distributions and commence a process to delist from ASX and wind-up. As per the Notice of Meeting, the Company intends to de-list by 30 April 2021.

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<sup>1</sup> Per share amount calculated on 295,110,421 existing shares plus all Performance Rights under amaysim's long-term incentive plan (LTIP) are equity settled on completion of the sale except for the 3.0 million Performance Rights which amaysim management have agreed to relinquish to support a higher Distribution.

## WAM Offer

Once the Mobile sale is complete (expected 1 February 2021), the WAM takeover offer (**WAM Offer**) will open to shareholders. Shareholders will be sent the Target and Bidder Statement that will contain further information about the WAM Offer.

Under the WAM Offer, shareholders will be provided additional optionality to receive (1) cash; (2) shares in WAM; or (3) a combination of cash and shares.

To accept the WAM Offer, shareholders will be required to complete the Acceptance Form. If a shareholder accepts the WAM Offer, but does not elect one of the three consideration options, the default option will be WAM shares.

For further information, please refer to the ASX announcement "[Complementary Recommended Takeover Offer for AYS](#)".

Shareholders also retain the option not to accept the WAM Offer and receive the Distributions as outlined under the [Notice of Meeting](#).

amaysim's largest shareholder, Langfrist, has indicated that it supports the WAM Offer, in the absence of a superior proposal.

The amaysim Board unanimously recommends that shareholders accept the WAM Offer and the Directors have indicated that they each intend to accept the WAM Offer in respect of all amaysim shares they own or control, both in the absence of a superior proposal.

## Securities Trading Policy

The Board have resolved to amend the Company's Securities Trading Policy to effectively lift the current Prohibited Trading period (which automatically commenced on 1 December 2020 and was meant to be in place until the day after the HY21 Results are released). This will enable employees to seek approval to trade shares from 22 January 2021 – providing employees holding shares access to the same options as all shareholders.

This will not have any impact on unvested Performance Rights, which are not expected to vest until the completion of the Mobile Sale. A copy of the Securities Trading Policy can be found on the Company's investor website - <https://investor.amaysim.com.au/>

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**AMAYSIM AUSTRALIA LIMITED**  
**2021 Extraordinary General Meeting**  
**Thursday, 21 January 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)				Direct votes (as at close of direct voting)			Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Approval of disposal of main undertaking	Ordinary	119,445,242	53,685,437	82,577	5,800	27,613,931	4,427,561	0	147,986,570 71.80%	58,112,998 28.20%	5,800	Carried
2 Approval of return of capital	Ordinary	119,420,042	53,685,437	110,577	3,000	27,682,824	4,233,938	177,268	148,058,263 71.88%	57,919,375 28.12%	180,268	Carried
3 Delisting	Special	127,181,574	45,915,705	110,577	11,200	28,704,962	2,747,292	641,776	156,841,933 76.32%	48,662,997 23.68%	652,976	Carried

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