

ASX Release Date: 3 February 2021

ELECTION RESULTS INDICATE SCALE BACK WILL APPLY TO MAXIMUM SCRIP ELECTIONS

3 February 2021: Xplore Wealth Ltd (ASX:XPL) (**Xplore**) refers to the proposed acquisition of Xplore by HUB24 Limited (ASX:HUB) (**HUB24**) by way of scheme of arrangement between Xplore and its shareholders (**Share Scheme**) and a separate concurrent scheme of arrangement between Xplore and its optionholders (**Option Scheme**) (together, the **Schemes**). Terms not otherwise defined in this announcement have the meaning given to them in the Scheme Booklet dated 18 December 2020 in relation to the Schemes.

Xplore advises that the latest time and date by which Elections could be received by the Xplore Share Registry was 5:00pm on 2 February 2021 (**Election Date**). With the Election Date having now passed, Xplore is pleased to disclose the indicative outcome of the Elections as set out below.

Xplore shareholders should note that the buying and selling of Xplore shares on ASX can continue up until 4.00pm (AEDT) on the Effective Date, and any additional purchases or sales of Xplore shares made by Xplore shareholders who have made Elections after the Election Date will affect the final level of valid Elections. As such, the outcome of the Elections disclosed in this announcement is **indicative only** and the final outcome of the Elections will not be known until the Share Scheme Record Date, which is currently expected to be Tuesday, 23 February 2021.

In addition, any Xplore shareholders who come on to the Xplore register after the Election Date will not be entitled to make an Election and (other than Foreign Scheme Shareholders and Small Shareholders (**Ineligible Shareholders**)) will receive the Default Consideration, being 50% Cash Consideration and 50% Scrip Consideration.

Indicative election outcomes

	Xplore shares	Xplore shareholders
Maximum Cash Elections	13.81 million	58
Maximum Scrip Elections	186.91 million	136
Total Elections	200.72 million	194

Based on the above indicative outcomes, it will be necessary for scale back to apply to the Maximum Scrip Elections. The table below summarises the indicative election outcomes after the operation of scale back.

Indicative scale back outcomes

	Percent of shares held to receive \$0.20 Cash	Percent of shares held to receive Scrip (0.00927 HUB24 Shares)	Equates to the following for each Xplore Share:
Indicative outcome for shareholders who made Maximum Cash Elections – not subject to any scale back	100%	0%	\$0.20 per share for 100% of your Xplore shares
Indicative outcome for shareholders who made Maximum Scrip Elections – after scale back	46.3%	53.7%	\$0.20 per share for 46.3% of your Xplore shares and 0.00926746 HUB24 Shares per share for 53.7% of your Xplore shares
Outcome for shareholders who did not make an Election – not subject to any scale back	50.0%	50.0%	\$0.20 per share for 50% of your Xplore shares and 0.00926746 HUB24 Shares per share for 50% of your Xplore shares

Based on the above, shareholders that made a Maximum Scrip Election will have their HUB Shares portion of their Share Scheme Consideration scaled back. To illustrate, a shareholder that holds 50,000 Xplore Shares as at the Share Scheme Record Date and who made a valid Maximum Scrip Election, will receive \$0.20 cash for 46.3% of their Xplore shares (with a value of \$4,630) and 0.00926746 HUB24 Shares for 53.7% of their shares, resulting in 249 HUB24 Shares being received (with an indicative value of \$6,206 based on the closing price of HUB24 shares of \$24.94, on 2 February 2021 – Xplore shareholders should note that the value of the scrip element of the Share Scheme Consideration is indicative only and will shift with movements in HUB24's share price up until the Implementation Date).

Ineligible Shareholders will receive \$0.20 for each Xplore Share they hold, and their Share Scheme Consideration will not be subject to any scale back.

Scheme Meeting

Xplore Shareholders and Xplore Optionholders are reminded that the Share Scheme Meeting will be held as a virtual (online only) meeting on 12 February 2021 at 10.00am (AEDT) and the Option Scheme Meeting will be held as a virtual (online) meeting on 12 February 2021 at 11.00am (AEDT) or at the conclusion or adjournment of the Share Scheme Meeting (whichever time is later). Xplore Shareholders and Xplore Optionholders are also reminded that the latest date and time for receipt of the proxy forms for the Scheme Meetings is 10.00am (AEDT) on 10 February 2021.

Directors' Recommendation

Each Xplore Director continues to consider the Share Scheme and Option Scheme to be in the best interests of Xplore Shareholders and Xplore Optionholders respectively, and recommends that Xplore Shareholders and Xplore Optionholders vote in favour of the Schemes (as applicable), in each case in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Schemes are in the best interests of Xplore Shareholders and Xplore Optionholders (as applicable).

Subject to those same qualifications, each Xplore Director intends to vote, or procure the voting of, any Xplore Shares and Xplore Options in which he or she has a Relevant Interest (as defined in the *Corporations Act 2001* (Cth)) in favour of the Share Scheme and Option Scheme respectively.

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