

ASX Release: 12 February 2021

Results of the Xplore Share Scheme and Option Scheme Meetings

Please see attached for the results of the Xplore Wealth Limited (ASX:XPL) Share Scheme Meeting and the Option Scheme Meeting held earlier today.

For further information please contact:

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About HUB24

HUB24 Limited is a company listed on the Australian Securities Exchange. The company consists of the award-winning HUB24 platform and HUBconnect business. The HUB24 platform offers advisers and their clients a comprehensive range of investment options, including market-leading managed portfolio solutions, and enhanced transaction and reporting functionality. As one of the fastest growing platforms in the market, the platform is recognised for providing choice and innovative product solutions that create value for advisers and their clients. HUBconnect focuses on leveraging data and technology to provide solutions to common challenges for licensees and advisers and enable the delivery of professional advice to more Australians.

This release is not financial product advice. Past performance is not indicative of future performance and any forward- looking statements in this release are not representations or guarantees as to future performance.

This announcement was authorised for release to the market by the Managing Director.

For further information, please visit www.HUB24.com.au

ASX Release Date: 12 February 2021

RESULTS OF SCHEME MEETINGS

12 February 2021: Xplore Wealth Ltd (ASX:XPL) (**Xplore**) is pleased to announce that at the Share Scheme Meeting and the Option Scheme Meeting held earlier today, Xplore Shareholders voted in favour of the Share Scheme and Xplore Optionholders voted in favour of the Option Scheme, as referred to in the Scheme Booklet dated 18 December 2020.

Defined terms in this announcement have the meanings given to them in the Scheme Booklet.

Results of the Scheme Meetings

For the purposes of ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), the resolutions set out in the Notice of Share Scheme Meeting and Notice of Option Scheme Meeting were passed by the requisite majorities of Xplore Shareholders and Xplore Optionholders (as applicable), with:

- 98.43% of Xplore Shareholders present and voting (either in person or by proxy, attorney or corporate representative) at the Share Scheme Meeting in favour of the Share Scheme;
- 99.99% of votes cast at the Share Scheme Meeting in favour of the Share Scheme;
- 100% of Xplore Optionholders present and voting (either in person or by proxy, attorney or corporate representative) at the Option Scheme Meeting in favour of the Option Scheme; and
- 100% (by value) of the total amount of debts and claims of all Xplore Optionholders present and voting (either in person or by proxy, attorney or corporate representative) at the Option Scheme Meeting in favour of the Option Scheme.

The poll report for the Share Scheme Meeting and the Option Scheme Meeting is attached.

Implementation of the Schemes

The implementation of the Share Scheme and the Option Scheme (together, the **Schemes**) remains subject to approval by the Federal Court of Australia (**Court**), and the satisfaction or, where capable, waiver of certain other customary conditions as outlined in the Scheme Implementation Agreement as announced on 28 October 2020. Xplore has applied to the Court for approval of the Schemes at a hearing scheduled to commence at 10.15am on 18 February 2021. Xplore will make a further announcement after the conclusion of the Court hearing.

If the Court approves the Schemes, Xplore proposes to lodge the orders of the Court with the Australian Securities and Investments Commission on 19 February 2021, at which time the Schemes will become legally effective pursuant to section 411(10) of the *Corporations Act 2001* (Cth) (**Effective**).

Subject to the Share Scheme becoming Effective as noted above:

- Xplore will apply for its shares to cease trading on ASX from the close of trading on Friday, 19 February 2021;
- the Share Scheme Record Date and the Option Scheme Record Date will be 7:00pm (AEDT) on Tuesday, 23 February 2021; and
- the Schemes are expected to be implemented on Tuesday, 2 March 2021.

Share Scheme Consideration and Option Scheme Consideration

On the basis that the Share Scheme becomes Effective, on the Implementation Date:

- all Scheme Shareholders will receive the Share Scheme Consideration (subject to applicable scale back);
- all Scheme Shareholders who are entitled to receive HUB24 Consideration Shares will have their names entered on the HUB24 Register; and
- all Scheme Shareholders who are entitled to receive Cash Consideration will be paid their Cash Consideration.

The HUB24 Consideration Shares are expected to commence trading on the ASX, initially on a deferred settlement basis from 22 February 2021, and, from 3 March 2021 on a normal settlement basis.

On the basis that the Option Scheme becomes Effective, on the Implementation Date, all Scheme Optionholders will receive the Option Scheme Consideration for every Scheme Option they hold in consideration for the cancellation of their Scheme Options.

For further information, please contact the Xplore Securityholder Information Line on 1300 55 66 35 (within Australia) or +61 3 9909 9909 (outside of Australia) Monday to Friday between 9.00am and 5.00pm (AEDT).

Authorised by and for enquiries:

Alex Hutchison
Chairman
0404 494 973

**Xplore Wealth Limited
Share Scheme Meeting
Friday 12 February 2021
Voting Results**

The Company gives notice that the shareholders of the Company passed the resolution considered at the Share Scheme Meeting today by way of a poll.

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), a summary of the proxy votes and the number of votes cast on the poll is set out below:

Resolution voted on at the meeting				Number of votes cast on the poll					Proxies received			
Short description	Result	Voting method	If s250U applies	Voted for		Voted against		Abstained*	For	Against	Abstain	Discretion
				Number	%	Number	%	Number	Number	Number	Number	Number
The resolution as set out in the Notice of Share Scheme Meeting.	Passed	Poll	N/A	225,900,586	99.99	22,000	0.01	0	221,543,808	22,000	0	4,316,778
					Number of shareholders voting on the poll							
				Voted for		Voted against		Abstained*				
				Number	%	Number	%	Number				
				125	98.43	2	1.57	0				

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

**Xplore Wealth Limited
Option Scheme Meeting
Friday 12 February 2021
Voting Results**

The Company gives notice that the optionholders of the Company passed the resolution considered at the Option Scheme Meeting today by way of a poll.

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), a summary of the proxy votes and the number of votes cast on the poll is set out below:

Resolution voted on at the meeting				Number of votes cast on the poll					Proxies received			
Short description	Result	Voting method	If s250U applies	Voted for		Voted against		Abstained*	For	Against	Abstain	Discretion
				Number	%	Number	%	Number	Number	Number	Number	Number
The resolution as set out in the Notice of Option Scheme Meeting.	Passed	Poll	N/A	11,172,945	100	0	0	0	10,376,590	0	0	0
Amount of debts and claims of optionholders voting on the poll												
				Voted for		Voted against		Abstained*				
				Amount (\$)	%	Amount (\$)	%	Amount (\$)				
				209,325	100	0	0	0				
Number of optionholders voting on the poll												
				Voted for		Voted against		Abstained*				
				Number	%	Number	%	Number				
				20	100	0	0	0				

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