

31 January 2023: ASX RELEASE

MSL shareholders vote in favour of the Scheme

MSL Solutions Limited (**ASX:MSL**) (“**MSL**”) is pleased to announce that MSL shareholders have today voted in favour of the proposed acquisition of 100% of the issued share capital of MSL by Plutus Bidco Pty Ltd (ACN 663 418 184) (“**Pemba Bidco**”), an entity controlled by Pemba Capital Partners, by way of a scheme of arrangement (“**Scheme**”).

Results of the Scheme Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), MSL advises that the resolution to approve the Scheme (“**Scheme Resolution**”) as set out in the Notice of Meeting in the Scheme Booklet dated 14 December 2022 was passed by the requisite majorities of MSL shareholders at the Scheme Meeting held earlier today. In summary:

- 98.47% of MSL shareholders present and voting (in person or by proxy, attorney or corporate representative) at the Scheme Meeting voted in favour of the Scheme Resolution; and
- 99.47% of total votes cast on the Scheme Resolution by MSL shareholders present and voting (in person or by proxy, attorney or corporate representative) at the Scheme Meeting were in favour of the Scheme Resolution.

The MSL Board of Directors consider that the Scheme is in the best interests of MSL shareholders and unanimously recommended that MSL 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 MSL shareholders. Subject to those same qualifications, each director voted or caused to be voted all MSL shares held or controlled by him or her in favour of the Scheme at the Scheme Meeting.

Details of the valid proxies received and votes cast are set out in the attachment to this announcement.

Next Steps

The Scheme remains subject to certain conditions precedent as detailed in the Chairman’s address for the Scheme Meeting released to the ASX earlier today.

If the outstanding conditions precedent are satisfied or waived (if applicable) prior to the Court hearing at 9:15 am (AEDT) on 7 February 2023 and the Court approves the Scheme at the Court hearing, MSL proposes to lodge an office copy of the orders of the Court with the Australian Securities and Investments Commission on the next day, at which time the Scheme will become legally effective. It is then expected that:

- MSL will apply for its shares to be suspended from trading on the ASX from close of trading on 8 February 2023; and

- the Scheme will be implemented and the Scheme Consideration of \$0.295 per MSL share held on the Scheme Record Date of 10 February 2023 will be paid to MSL shareholders on 17 February 2023.

The indicative timetable above assumes that the outstanding conditions precedent are satisfied or waived (if applicable) prior to the final Court hearing. MSL will announce to the ASX any changes to the timing of the Court hearing and subsequent timing to implementation.

Further information

If you have any questions in relation to the Scheme, please contact the MSL Shareholder Information Line on 1300 916 762 (within Australia) or +61 3 9415 4860 (if calling from overseas) Monday to Friday between 8.30am and 5.00pm (AEDT), excluding public holidays.

This announcement has been approved for distribution by the Board of Directors of MSL Solutions Limited.

For further information, please contact:

Patrick Howard (CEO) / David Marshall (CFO)

MSL Solutions Limited

Email: investor@mslsolutions.com

Website: <https://www.mslsolutions.com/investors/>

About MSL Solutions Limited

MSL Solutions Limited is a leading SaaS technology provider to the sports, leisure and hospitality sectors. We help some of the world's most iconic venues around the world - stadiums & arenas, pubs & member clubs, sporting associations, golf federations and more – to deliver outstanding customer experiences during every engagement.

MSL develops and delivers fully integrated and modular systems that connect customers to venues through mobile and contactless entry, ordering and payment solutions. We seamlessly connect front-of-house to back-office, offering an end-to-end guest engagement platform which provides actionable insights on key success metrics to venues of all sizes.

MSL Solutions has over 8,500 customers with offices in Australia, UK and Denmark. To discover more about MSL, please visit www.mslsolutions.com.

MSL Solutions Limited
Scheme Meeting
Tuesday, 31 January 2023
Voting Results

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)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried/Not Carried
1. That, pursuant to and in accordance with section 411 of the Corporations Act, the Scheme (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 approved (with or without modifications, alterations or conditions as approved by the Court to which MSL and Pemba Bidco agree in writing) and the MSL Board is authorised, subject to the terms of the Scheme Implementation Agreement, to (a) agree to any such modifications, alterations or conditions, and (b) subject to approval of the Scheme by the Court, implement the Scheme with any such modifications, alterations or conditions.'	Special	242,055,759 95.12%	500,000 0.20%	11,899,531 4.68%	4,900	255,115,341 99.47%	1,357,498 0.53%	4,900	Carried
* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.						Number of shareholders voting on the poll (where applicable)			
						For	Against	Abstain*	
						257 98.47%	4 1.53%	2	