

8 August 2023

ASX Announcement (ALO) Scheme Meetings to be held on Tuesday 15 August 2023

Alloggio Group Limited (**ASX:ALO** or **Alloggio**) refers to the announcement made on 10 July 2023 in relation to the proposed acquisition of 100% of ALO Shares by Next Capital Pty Limited (**Next Capital**), by way of a scheme of arrangement (**Scheme**) and the dispatch of an explanatory statement providing information about the Scheme and notice of each scheme meeting (**Scheme Booklet**) to Alloggio Shareholders.

Scheme Meetings

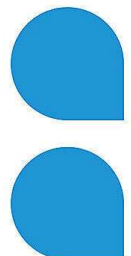
Alloggio reminds Alloggio Shareholders that a meeting of General ALO Shareholders (being all Alloggio Shareholders other than the Founding Shareholders (as defined below)) (**General Scheme Meeting**) is currently expected to be held at 9.30am AEST (Sydney, Melbourne) on **15 August 2023**, virtually via the online meeting platform at <https://investor.automic.com.au>.

A separate meeting for the entities controlled by William Creedon and Karen Howard (together, the **Founding Shareholders**) (**Founding Shareholders Scheme Meeting**), together with the General Scheme Meeting, the **Scheme Meetings**, is scheduled to take place virtually at 10.00am on **15 August 2023** or as soon thereafter as the General Scheme Meeting has concluded or is adjourned.

General ALO Shareholders who participate in the General Scheme Meeting via the online platform will be able to listen to the General Scheme Meeting, ask questions and make comments.

Assuming the Scheme Meetings are held on 15 August 2023, each registered Alloggio Shareholder as at 7.00pm AEST (Sydney, Melbourne) on 13 August 2023 will be eligible to vote at the Scheme Meeting applicable to them.

All Alloggio shareholders are encouraged to vote either by completing and returning the proxy form or by attending virtually or by proxy, attorney or corporate representative. The relevant notice of Scheme Meeting provides



Alloggio shareholders with information on how to lodge the proxy form (if applicable).

Shareholders are encouraged to vote as early as possible.

Alloggio shareholders should carefully read the Scheme Booklet in full, including the Independent Expert's Report, before deciding how to vote.

Alloggio Shareholders should also seek professional advice on their individual circumstances, as appropriate.

Scheme Booklet

A copy of the Scheme Booklet, which includes the Independent Expert's Report and notice of each Scheme Meeting, is available electronically for viewing and downloading at <https://www.alloggio.com.au/>.

On 13 July 2023 Alloggio dispatched a copy of the Scheme Booklet and proxy forms to Alloggio Shareholders by post or email pursuant to their contact preferences

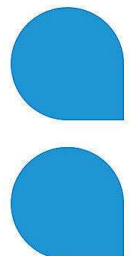
The Scheme Booklet provides Alloggio Shareholders with important information about the Scheme. Alloggio Shareholders are advised to read the Scheme Booklet carefully in its entirety before making a decision on whether or not to vote in favour of the Scheme.

Independent Expert's Report

The Scheme Booklet includes a copy of the Independent Expert's Report prepared by BDO Corporate Finance (East Coast) Pty Ltd (**Independent Expert**). The Independent Expert has concluded that the Cash Scheme Consideration of \$0.24 per Alloggio Share is in the best interests of Alloggio Shareholders, in the absence of a superior proposal.

The Independent Expert has assessed the value of the equity of ALO to be in the range of \$0.22 to \$0.25 per ALO Share. The Scheme Consideration of \$0.24 per ALO Share falls within the Independent Expert's assessed valuation range.

The Independent Expert is also of the view that the Founding Shareholders are not receiving a superior offer to the General ALO Shareholders under the Scheme (being all Alloggio shareholders other than the Founding



Shareholders as defined below) and that the market value of the Bidder HoldCo Shares to be issued to the Founding Shareholders as Scrip Scheme Consideration, immediately following the Implementation of the Scheme, is no greater than the Cash Scheme Consideration being paid to General ALO Shareholders under the Scheme.

The Independent Expert's conclusions should be read in context with the full Independent Expert's Report which is Annexure C of the Scheme Booklet.

Recommendation of the Alloggio Board

The Independent Board Committee Members of Alloggio have carefully considered the offer from Next Capital and unanimously recommend that you 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 interests of General ALO Shareholders.

The remaining directors of Alloggio, William Creedon and Karen Howard, are not making a recommendation to General ALO Shareholders in their capacity as directors of Alloggio, due to their Alloggio shares forming a different class of shares in the Scheme.

Unless otherwise indicated, capitalised terms used in this announcement have the meaning given to them in the Scheme Booklet dated 7 July 2023.

ENDS

This announcement has been approved by the Board of Alloggio Group Limited.

Further enquiries

If you have any questions in relation to the Scheme or the Scheme Booklet, please contact the Alloggio Shareholder Information Line on 1300 441 599 (within Australia) or +61 2 9068 1327 (outside Australia), Monday to Friday (excluding public or bank holidays in Sydney, Australia) between 9.00am and 5.00pm AEST (Sydney, Melbourne).

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