



29 October 2020

COURT ORDERS CONVENING OF SCHEME MEETING ON 1 DECEMBER 2020

The Citadel Group Limited (ASX: CGL) (**Citadel** or the **Company**) is pleased to announce that the Federal Court of Australia has today made orders approving the convening of a meeting of Citadel shareholders (**Scheme Meeting**) to consider a vote on the scheme of arrangement (**Scheme**) for the proposed acquisition of Citadel by Pacific Group Bidco Pty Ltd, an entity owned by funds advised by Pacific Equity Partners Pty Limited.

Virtual Scheme Meeting

In order to minimise the health risks created by the COVID-19 pandemic, and in accordance with Federal and State government directions and restrictions with respect to non-essential gatherings of people, the Scheme Meeting will be held as a virtual meeting at 11.00 am (AEDT) on Tuesday, 1 December 2020.

Citadel shareholders and their proxies, attorneys or corporate representatives, will be able to participate in the Scheme Meeting through an online platform at <https://agmlive.link/CGL203>. No physical place of meeting will be made available.

All Citadel shareholders are encouraged to vote either by participating in the virtual Scheme Meeting or by lodging a directed proxy if they cannot participate in the virtual Scheme Meeting.

Further detail on how to participate in the Scheme Meeting and how to vote are set out in Section 3 of the Scheme Booklet as well as the Notice of Scheme Meeting and the Citadel Online Platform Guide.

Citadel Online Platform Guide

The Citadel Online Platform Guide provides details about how to ensure your internet browser is compatible with the Scheme Meeting virtual platform, and well as a step-by-step guide to successfully login and navigate the Scheme Meeting site. It will be available for viewing and downloading at <https://investors.citadelgroup.com.au/> and is attached to this ASX release.

Scheme Booklet

The Court today also made orders approving the dispatch of an explanatory statement containing information relating to the Scheme, including the notice convening the Scheme Meeting and an Independent Expert's Report (together, the **Scheme Booklet**).

The Scheme Booklet will be registered with the Australian Securities and Investments Commission (**ASIC**) and filed with the ASX.

Following ASIC registration, a further announcement attaching the Scheme Booklet will be made by Citadel, and an electronic version of the Scheme Booklet will be available for viewing and downloading at <https://investors.citadelgroup.com.au/>.

Citadel shareholders who have elected to receive communications electronically will receive an email which contains instructions about how to view or download a copy of the Scheme Booklet, how to make an election to receive scrip consideration online and how to lodge their proxies for the Scheme Meeting online. Citadel shareholders who have not elected to receive communications electronically will be mailed a letter which contains these instructions along with a hard copy election form and proxy form for the Scheme Meeting.



Independent Expert's Conclusion

The Scheme Booklet includes an Independent Expert's Report from Lonergan Edwards & Associates Limited (**Independent Expert**) which concludes that the Scheme is fair and reasonable and therefore in the best interests of Citadel shareholders, in the absence of a superior proposal.

The Independent Expert's conclusions should be read in context with the full Independent Expert's Report and the Scheme Booklet.

Directors' Recommendation

The Citadel Board of Directors unanimously recommends that Citadel 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 interests of Citadel shareholders.

Subject to those same qualifications, each of the Citadel directors intends to vote, or cause to be voted, all Citadel shares held by or controlled by them in favour of the Scheme.

Further Information

Once received, Citadel encourages shareholders to read the Scheme Booklet in its entirety before deciding whether to vote in favour of the Scheme at the Scheme Meeting. Citadel also encourages shareholders to note key events and indicative dates as set out in the Scheme Booklet.

For further information in relation to Scheme Booklet or the Scheme, please contact the Citadel Shareholder Information Line on +61 1300 407 677 any time between 8:30am to 5:30pm (AEDT) on Monday to Friday.

Authorised for publication by the Board of Directors

- ENDS -

For further information please contact:

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About Citadel Group

Citadel is a software and services company. We specialise in managing information in complex environments through integrating know-how, systems and people to provide information on an anywhere-anytime basis. We are a leader in the development and delivery of managed technology solutions.

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

Open your web browser and go to
<https://agmlive.link/CGL203>

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

The image shows a registration form for LINK Group. At the top, the LINK Group logo is displayed. Below it, a heading reads "Please register your details to participate". The form contains four input fields: "Full Name", "Mobile (e.g. 022 123 1234)", "Email", and "Company Name". Below these fields is a checkbox labeled "I have read and accept the Terms & Conditions". At the bottom of the form is a large orange button labeled "REGISTER AND WATCH AGM". A small text at the very bottom of the form reads "Help Number: 1800 999 343".

Step 1

Open your web browser and go to <https://agmlive.link/CGL203>.

Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

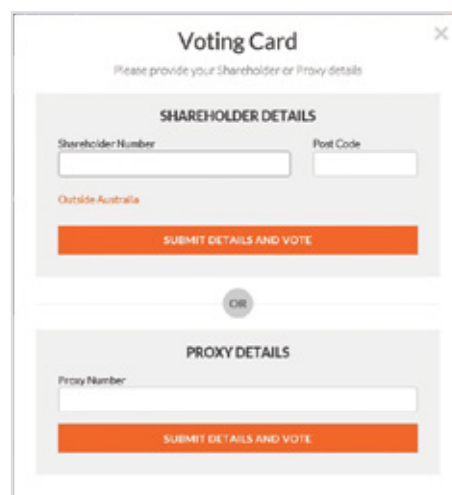
- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

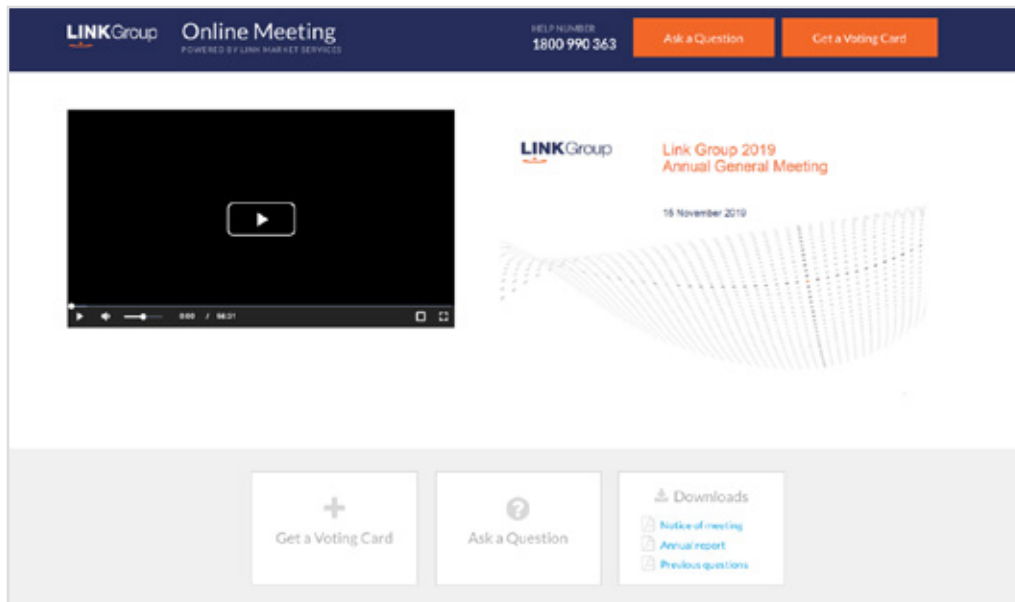
The image shows a "Voting Card" registration box. At the top, it says "Voting Card" with a close button (X). Below that, it says "Please provide your Shareholder or Proxy details". There are two sections: "SHAREHOLDER DETAILS" and "PROXY DETAILS". The "SHAREHOLDER DETAILS" section has input fields for "Shareholder Number" and "Post Code", a checkbox for "Outside Australia", and an orange button labeled "SUBMIT DETAILS AND VOTE". Below this is a section labeled "OR". The "PROXY DETAILS" section has an input field for "Proxy Number" and an orange button labeled "SUBMIT DETAILS AND VOTE".

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote **Partial Vote**

Resolution 2B ☐ For ☐ Against ☐ Abstain
RE-ELECTION OF MR. ABC AS A DIRECTOR

Resolution 2C ☐ For ☐ Against ☐ Abstain
RE-ELECTION OF MS. XYZ AS A DIRECTOR

Resolution 3 ☐ For ☐ Against ☐ Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4 ☐ For ☐ Against ☐ Abstain
ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Once voting has been closed all voting cards will automatically be submitted and cannot be changed.

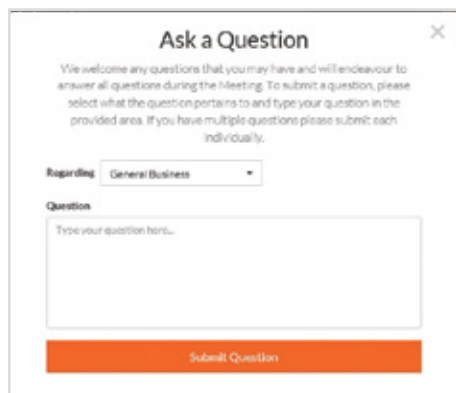
At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.

A screenshot of a web form titled "Ask a Question". At the top, it says "We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually." Below this is a "Regarding:" section with a dropdown menu currently set to "General Business". Underneath is a "Question" section with a text input field containing the placeholder "Type your question here...". At the bottom is an orange button labeled "Submit Question".

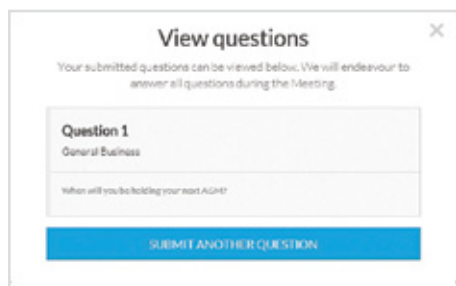
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

A screenshot of a web form titled "View questions". It says "Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting." Below this is a box for "Question 1" with the category "General Business". Underneath is a question: "When will you be holding your next AGM?". At the bottom is a blue button labeled "SUBMIT ANOTHER QUESTION".

3. Downloads

View relevant documentation in the Downloads section.

Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

At the close of the meeting any votes you have placed will automatically be submitted.

Contact us

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