

18 November 2020

The Manager
Market Announcements Office
ASX Limited
20 Bridge Street,
Sydney NSW 2000

By E-lodgement

PropTech Group Limited – ASX Waivers from Listing Rule 14.7

PropTech Group Limited (ASX: **PTG**) (**PropTech Group** or the **Company**) refers to its Notice of General Meeting released on ASX convening a General Meeting of the Company which was held on 30 September 2020 (**Meeting**).

Capitalised terms used but not defined in this announcement have the meanings given to those terms in the prospectus issued by the Company on 28 October 2020 (**Prospectus**).

At the Meeting, shareholders approved various resolutions relating to the Company's proposed acquisition of all the issued shares in Real Estate CRM. In connection with the RECRM Acquisition, shareholders also approved (for the purposes of Listing Rule 10.11 and for all other purposes):

- a) The issue of up to 42,400,000 fully paid ordinary Shares at a price of \$0.25 each to raise \$10.6million (before costs);
- b) The issue of up to 64,900,048 Shares to the vendors of Real Estate CRM Pty Ltd under the RECRM Consideration Offer);
- c) The issue of 13,444,224 Shares to Directors (or their associates) of the Company, being Simon Baker, Joe Hanna and Sam Plowman as part of the RECRM Consideration Offer;
- d) The issue of 2,344,064 Shares to Directors (or their associates) Simon Baker, Joe Hanna and Sam Plowman under the Conversion Offer in satisfaction of certain accrued but unpaid remuneration owing to those Directors; and
- e) The participation by Directors in the Cash Offers under the Prospectus as follows:
 - Simon Baker: up to 400,000 Shares
 - Joe Hanna: up to 200,000 Shares
 - Sam Plowman: up to 200,000 Shares
 - Georg Chmiel: up to 300,000 shares.

Listing Rule 10.13 provides that where approval to issue securities is obtained under Listing Rule 10.11, those securities must be issued within 1 month of the approval. The Company advises that ASX has granted a waiver from Listing Rule 14.7 to enable the Company to issue the securities above later than one month after the date of the Meeting.

The specific terms of the waiver are as follows:

Waiver Decision

1. Based solely on the information provided, ASX Limited ('ASX') grants PropTech Group Limited ('PTG') (the 'Company') a waiver from listing rule 14.7 to the extent necessary to permit the Company to issue the following securities to its directors and associated entities ('**Director Shares**') later than one month after 30 September 2020, being the date of the general meeting at which the issues of Director Shares were approved.
 - 1.1 13,444,224 ordinary fully paid shares under the RECRM Consideration Offer (as defined in the Prospectus);
 - 1.2 2,344,064 ordinary fully paid shares under the Conversion Offer (as defined in the Prospectus); and
 - 1.3 Up to 1,500,000 ordinary fully paid shares under the Cash Offers (as defined in the Prospectus).
2. The waiver is subject to the following conditions:
 - 2.1 the Director Shares are issued no later than 30 December 2020; and
 - 2.2 the terms of this waiver are released to the market immediately.

Authorised for lodgement on behalf of the Board by:



Lee Mitchell
Company Secretary
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