



Afterpay Limited ASX: APT

# ASX Announcement

14 December 2021

## Afterpay's shareholders vote in favour of Scheme of Arrangement

Afterpay Limited (**Afterpay**) is pleased to announce that Afterpay shareholders today voted in favour of the proposed acquisition by Lanai (AU) 2 Pty Ltd, a wholly owned indirect subsidiary of Block, Inc. (NYSE: SQ) (**Block**) (formerly known as Square, Inc.), of Afterpay by way of scheme of arrangement (**Scheme**).

### Voting results of the Scheme Meeting

For the purposes of ASX Listing Rule 3.13.2 and section 251AA(2) of the *Corporations Act 2001* (Cth) (**Act**), Afterpay advises that the resolution to approve the Scheme as set out in the notice of scheme meeting attached to Afterpay's scheme booklet dated Friday, 5 November 2021 (**Scheme Booklet**), as amended by the resolution set out in the Additional Document dispatched to Afterpay shareholders on 7 December 2021 (**Additional Document**)(**Scheme Resolution**) was passed by the requisite majorities of Afterpay shareholders.

In summary:

- 95.34% of Afterpay shareholders present and voting at the scheme meeting (via Afterpay's online meeting platform or by proxy) being in favour of the Scheme Resolution; and
- 99.95% of the total number of votes cast on the Scheme Resolution at the scheme meeting (via Afterpay's online meeting platform or by proxy) being in favour of the Scheme Resolution.

Full details of the poll and proxy results are set out in Annexure A to this announcement.

As announced on 7 December 2021 Afterpay has obtained orders from the Supreme Court of New South Wales (**Court**) on Tuesday, 7 December 2021 in connection with convening a meeting for the purpose of considering, and if thought fit, agreeing (with or without modification) to an amended Scheme such that the condition relating to the Bank of Spain approval would become a condition to be satisfied by 14 April 2022 (i.e. a condition subsequent as opposed to a condition precedent).

## Next steps

Afterpay will seek orders from the Court for the approval of the Scheme at the second Court hearing, scheduled for 10.30am (AEDT) on Friday, 17 December 2021.

Should the Court make orders that will be sought by Afterpay at the second Court hearing approving the Scheme:

- the terms of the Scheme would be final at the time of approval of the Scheme on the Second Court Date;
- the Scheme would remain subject to the Bank of Spain condition being satisfied by 14 April 2022;
- if the Bank of Spain condition is satisfied by 14 April 2022, the Scheme will take effect without the need for further shareholder or Court approval; and
- if the Bank of Spain condition is not satisfied by 14 April 2022 the Scheme will not proceed.

If the Court approves the Scheme, Afterpay proposes to lodge the Court orders with the Australian Securities and Investment Commission on the same day (Friday, 17 December 2021), at which time the Scheme will become effective.

Unless otherwise indicated capitalised terms used in this announcement have the meaning given to them in the Scheme Booklet and the Additional Document.

## Revised timetable

If and when the Condition Subsequent has been satisfied, Afterpay will announce the implementation timetable on ASX and on its website (<https://corporate.afterpay.com/>) noting that the dates for implementation will be set in accordance with the following framework. Afterpay has obtained an updated waiver from Listing Rule 7.40 in relation to the revised timetable.

Milestone	Timing
<b>Scheme Meeting proxies</b> – the last date and time by which Proxy Forms (including proxies lodged online), powers of attorney or certificates of appointment of body corporate representatives for the Scheme Meeting must be received by the Afterpay Share Registry.	9.00am (AEDT) on Sunday, 12 December 2021
<b>Voting Record Date</b> – the date and time for determining eligibility to vote at the Scheme Meeting.	7.00pm (AEDT) on Sunday, 12 December 2021
<b>Scheme Meeting</b>	9.00am (AEDT) on Tuesday, 14 December 2021
<b>Second Court Date to approve the Scheme</b>	17 December 2021

<p><b>Effective Date</b> – this is the date on which the Scheme comes into effect and is binding on Afterpay Shareholders and subject only to the Condition Subsequent. Court order lodged with ASIC and announced on ASX.</p> <p><b>Investors should be aware that Afterpay Shares will continue to trade on ASX after the Effective Date but the Scheme will remain subject to the Condition Subsequent being satisfied. Only Afterpay Shareholders who hold Afterpay Shares on the Record Date (other than Ineligible Foreign Shareholders) will be provided with the Scheme Consideration in exchange for their Afterpay Shares. A Record Date will not be set unless and until the Condition Subsequent has been satisfied.</b></p>	<p>17 December 2021</p>
<p>Announcement of receipt of Bank of Spain approval, Condition Subsequent is satisfied, implementation dates announced on ASX and published on Afterpay website (<b>Bank of Spain Announcement</b>)</p> <p><b>If the Condition Subsequent is satisfied, Afterpay Shareholders who sell their Afterpay Shares after the Bank of Spain Announcement date and prior to the Record Date should be aware that they will not receive the Scheme Consideration on the Implementation Date. Investors who acquire Afterpay Shares after the Bank of Spain Announcement date should be aware that all Afterpay Shareholders who hold Afterpay Shares on the Record Date (other than Ineligible Foreign Shareholders) will be provided with the Scheme Consideration in exchange for their Afterpay Shares. The exchange ratio is fixed and holders of Afterpay Shares on the Record Date (other than Ineligible Foreign Shareholders) will receive 0.375 New Square Shares or 0.375 New Square CDIs. Square Class A Shares will continue to trade on NYSE between the Bank of Spain Announcement date and the Record Date.</b></p>	<p>On receipt of Bank of Spain approval and satisfaction of the Condition Subsequent</p>
<p><b>Election Date</b> – the latest time and date by which CDI Election Forms and Share Election Forms must be received by the Afterpay Share Registry, only if holders wish to make a Share Election or a CDI Election rather than receive their default Scheme Consideration.</p> <p><b>Shareholders wishing to make an election away from the default Scheme Consideration should ensure their CDI Election Forms and Share Election Forms are submitted as soon as possible. Such forms must be returned by the</b></p>	<p>5.00pm (AEDT) on the date that is two trading days after the Bank of Spain Announcement (but in any event no earlier than 17 January 2022)</p>

<b>Election Date, which will be 5:00pm (AEDT) two trading days after the Bank of Spain Announcement, but not before 17 January 2022.</b>	
<b>Afterpay Shares suspended from trading.</b> If the Scheme proceeds, this will be the last day that Afterpay Shares will trade on ASX.	Two trading days after Election Date
Commencement of trading of New Square CDIs on ASX under a symbol to be advised before implementation of the Scheme (deferred settlement basis). <sup>1</sup>	The trading day after Afterpay Shares suspended from trading
<b>Record Date</b> - determination of entitlement of Scheme Shareholders to receive the Scheme Consideration.	5:00pm two trading days after the Afterpay Shares are suspended from trading (but in any event, not before 21 January 2022) or any other date as agreed by Afterpay and Block
<b>Implementation Date</b> – all Scheme Shareholders <sup>2</sup> will be provided with the Scheme Consideration to which they are entitled on this date.	Five business days after the Record Date <sup>3</sup> or any other date as agreed by Afterpay and Block
Holding statements or confirmation advice for New Block CDIs will be dispatched	The trading day after the Implementation Date
Commencement of trading of New Block CDIs on ASX under a symbol to be advised before implementation of the Scheme (normal settlement basis).	The trading day after the Implementation Date
Commencement of cross-border conversions of New Block Shares and New Block CDIs between Australia and the US.	The trading day after the Implementation Date
Commencement of trading of New Block Shares (including Block Class A Shares underlying any New Block CDIs) on NYSE.	The trading day after the Implementation Date
DRS statements for New Block Shares will be dispatched.	Two trading days after the Implementation Date

All dates and times, unless otherwise indicated, refer to the date and time in Sydney, Australia. Any changes to the above timetable will be announced to ASX and notified on Afterpay's website at <https://corporate.afterpay.com/>.

<sup>1</sup> The exact number of New Block Securities to be issued to you will not be known until after the Record Date and will not be communicated to you until after you receive your statement or confirmation advice statements following the Implementation Date. Therefore, please be aware that, if you trade in New Block CDIs during the deferred settlement period and prior to receipt of your holding statement or confirmation advice, you do so at your own risk. See Section 7.5(d) of the Scheme Booklet for further details.

<sup>2</sup> Ineligible Foreign Shareholders will have their New Block Shares issued instead to a Sale Agent. These shares will then be sold by the Sale Agent in the ordinary course of trading on NYSE and the net proceeds of the sale will be paid to the Ineligible Foreign Shareholders promptly afterwards. Refer to section 3.5 of the Scheme Booklet for more details on this process.

<sup>3</sup> To the extent the Implementation Date would fall on a Monday (AEDT), the Implementation Date will be the Business Day after, and a corresponding change to the Record Date may be made.



### Further Information

Afterpay shareholders who have questions in relation to the Scheme should contact the Afterpay Shareholder Information Line on 1300 229 418 (within Australia), or +61 2 9066 4051 (outside Australia) between Monday to Friday (excluding public holidays in Australia) between 9.00am and 5.00pm (AEDT).

### Authorised by

Anthony Eisen  
Co-CEO & Managing Director

### Ends

For further information please contact

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## **Annexure A – poll and proxy results**

**Afterpay Limited  
Scheme Meeting  
Tuesday, 14 December 2021  
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			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Scheme Resolution	198,940,695 99.79%	96,543 0.05%	316,937 0.16%	90,453	199,516,526 99.95%	96,983 0.05%	90,453	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					2,209 95.34%	108 4.66%	38	

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