

ASX Market Release

7 February 2023

Results of Scheme Meeting

- PropTech Group shareholders approve the proposed scheme of arrangement
- Second Court Hearing to be held at 10:15am (AEDT) on 10 February 2023 at the Federal Court of Australia

MELBOURNE, AUSTRALIA (7 February 2023) — PropTech Group Limited (ASX: PTG) (“**PropTech Group**” or “**Company**”), is pleased to announce that PropTech Group shareholders approved, by the requisite majorities¹, the scheme of arrangement under which it is proposed that Rockend Technology Pty Ltd (a wholly-owned subsidiary of MRI Software LLC) (**MRI**) will acquire 100% of the shares in PropTech Group (the **Scheme**).

In accordance with Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), a detailed report of the votes cast in respect to the resolution approving the Scheme is attached to this announcement as Annexure A.

Although PropTech Group shareholder approval has been obtained, the Scheme remains subject to a number of conditions as set out in the Scheme Implementation Deed as announced to ASX on 31 October 2022, including:

- the Federal Court of Australia approving the Scheme; and
- the satisfaction or waiver of any remaining conditions prior to the Second Court Hearing.

Subject to these remaining conditions being satisfied or waived, implementation of the Scheme is expected to occur on 22 February 2023 (see indicative timetable below).

Second Court Hearing

The Second Court Hearing will be held at 10:15am (AEDT) on 10 February 2023 at the Federal Court of Australia, 305 William Street Melbourne VIC 3000.

Scheme Consideration

If the Scheme is approved by the Court, PropTech Group shareholders who hold shares on the scheduled Scheme Record Date, being 7.00pm on Wednesday, 15 February 2023, will be entitled to receive consideration of \$0.60 cash per Scheme Share, expected to be paid on Wednesday, 22 February 2023.

Timetable

Key dates for implementation of the Scheme are set out below.

Second Court Hearing at the Federal Court of Australia for approval of the Scheme	10.15am, Friday 10 February 2023
Effective Date	Monday, 13 February 2023

¹ Being >50% of PropTech Group shareholders present and voting (in person or by proxy) in favour of the resolution and >75% of the total votes cast in favour of the resolution.

Court order lodged with the Australian Securities and Investments Commission (“ASIC”) and announcement to ASX.

Last day of trading in PropTech shares on ASX (with PropTech shares suspended from close of trading).

Scheme Record Date (for determining entitlements to Scheme Consideration).	7:00pm on Wednesday, 15 February 2023
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Implementation Date (for provision of the Scheme Consideration).	Wednesday, 22 February 2023
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Note: All stated dates and times are indicative only and subject to necessary approvals from the Court and each other condition precedent to the Scheme being satisfied or waived. PropTech Group has the right to vary the timetable detailed above subject to the approval of such variation by MRI, the Court and ASIC where required. Any changes to the above timetable will be announced to ASX and will be available under PropTech Group’s profile on ASX at www.asx.com.au.

PropTech Group will update PropTech Group shareholders as to any material developments in relation to the Scheme as the timetable progresses.

ENDS

Release of market announcement authorised by the Company Secretary.

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About the PropTech Group

The PropTech Group provides the software that real estate agents use all day, every day in Australia, New Zealand, and the United Kingdom. Its products are used by 43% of the real estate agents in Australia and New Zealand and facilitate ~51% of real estate sales in those countries. The best real estate agents use PropTech Group apps, including Ray White and Raine & Horne in Australia and Century 21 in the United Kingdom.

Annexure A – Voting results of the Scheme Meeting

The results of the poll were as follows:

	For	Against	Total votes	Abstain ¹	% For
Votes	94,489,733	2,850	94,492,583	-	
% of Votes	100	-	100	-	100
Holders	156	2	158	-	
% of Holders	98.7	1.3	100		98.7

¹ Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities.

The Proxies received at proxy-close were as follows:

	For	Against	Open	Total votes	Abstain ¹	% For
Votes	88,142,864	2,850	6,328,444	94,492,583	-	
% of Votes	93.3%	0%	6.7%	100%	-	100
Holders	155	2	15	172	-	
% of Holders	90.12%	1.16%	8.72%		-	90.12

¹ Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities.