

**18 October 2019****Supreme Court approves Scheme**

GBST Holdings Limited (ASX:GBT) ("**GBST**" or the "**Company**") is pleased to announce that the Supreme Court of New South Wales ("**Court**") has today approved the scheme of arrangement in relation to the proposed acquisition of GBST by FNZ (Australia) Bidco Pty Ltd, a wholly-owned subsidiary of Kiwi Holdco CayCo, Ltd ("**FNZ**").

GBST expects to lodge an office copy of the Court orders with the Australian Securities and Investments Commission pursuant to section 411(10) of the *Corporations Act 2001* (Cth) today at which time the Scheme will become legally effective.

GBST shareholders who hold GBST shares at both 7:00pm (Sydney time) on Wednesday, 23 October 2019 ("**Special Dividend Record Date**") and 7:00pm (Sydney time) on Friday, 25 October 2019 ("**Scheme Record Date**") will receive a total cash payment of \$3.85 per share as follows:

- a fully franked special dividend of \$0.35 for each share they held on the Special Dividend Record Date;<sup>1</sup> and
- Scheme consideration of \$3.50 cash for each share they held on the Scheme Record Date.<sup>2</sup>

– Ends –

**About GBST**

GBST is a specialist financial technology company which provides administration and transaction processing software for retail wealth management organisations and global and regional investment banks. Founded in 1983, the company operates in Australia, Asia, Europe and North America. GBST is listed on the Australian Securities Exchange under ASX ticker code GBT.

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<sup>1</sup> The fully franked special dividend was declared by the GBST board of directors on 11 October 2019.

<sup>2</sup> As the Special Dividend has been declared, the Scheme consideration of \$3.85 per GBST share has been reduced by \$0.35.



Issued: 18 October 2019 9:50 AM

### JUDGMENT/ORDER

#### COURT DETAILS

Court	Supreme Court of NSW
Division	Equity
List	Corporations List
Registry	Supreme Court Sydney
Case number	2019/00260871

#### TITLE OF PROCEEDINGS

First Plaintiff	GBST Holdings Limited ACN 010488874
First Defendant Corporation subject of the proceeding	No Defendant GBST Holdings Limited

#### DATE OF JUDGMENT/ORDER

Date made or given	18 October 2019
Date entered	18 October 2019

#### TERMS OF JUDGMENT/ORDER

##### VERDICT, ORDER OR DIRECTION:

Second scheme hearing.

- Black J grants leave to FNZ (Australia) BidCo Pty Ltd to appear under r 2.13 of the Supreme Court (Corporations) Rules 1999 (NSW).

Black J makes orders in accordance with the Short Minutes of Order initialled by him and placed in the file.

##### THE COURT ORDERS THAT:

1. Pursuant to section 411(4)(b) of the Corporations Act 2001 (Cth) (the Act), the scheme of arrangement between the plaintiff and its members set out in Annexure B of Exhibit 1 (the Scheme) be approved.
2. Pursuant to section 411(12) of the Act, the plaintiff be exempt from compliance with section 411(11) of the Act in relation to the Scheme.
3. These orders be entered forthwith.

#### SEAL AND SIGNATURE



Signature C. Wu (L.S.)  
Capacity Chief Clerk  
Date 18 October 2019

If this document was issued by means of the Electronic Case Management System (ECM), pursuant to Part 3 of the Uniform Civil Procedure Rules (UCPR), this document is taken to have been signed if the person's name is printed where his or her signature would otherwise appear.