

Prospa Shareholders approve Scheme



Release date: 16 July 2024

Prospa Group Limited (ASX:PGL) ("Prospa" or the "Company") is pleased to announce that at the General Meeting and Scheme Meeting held earlier today, Prospa Shareholders passed the required resolutions to approve the Scheme pursuant to which Salkbridge Pty Ltd ("BidCo"), an entity controlled by a consortium led by the Salter Brothers Tech Fund ("Consortium"), would acquire all of the issued shares in Prospa ("Prospa Shares") that it does not already own.

Unless otherwise indicated, capitalised terms used in this announcement have the meaning given to them in the scheme booklet dated 12 June 2024 ("Scheme Booklet").

Voting results of the General Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the Corporations Act, Prospa advises that the General Meeting Resolutions, as set out in the Notice of General Meeting attached to the Scheme Booklet, were approved by the requisite majorities of Prospa Shareholders (other than Excluded Shareholders) at the General Meeting held earlier today.

Details of the valid proxies received and votes cast on the General Meeting Resolutions are set out in Annexure A.

Voting results of the Scheme Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the Corporations Act, Prospa advises that the Scheme Resolution, as set out in the Notice of Scheme Meeting attached to the Scheme Booklet, was approved by the requisite majorities of Prospa Shareholders (other than Excluded Shareholders) at the Scheme Meeting held earlier today pursuant to orders made on 12 June 2024 by the Supreme Court of New South Wales. In summary:

- 81.52% of Prospa Shareholders present and voting at the Scheme Meeting (in person or by proxy, attorney or corporate representative) voted in favour of the Scheme Resolution; and
- 99.74% of the votes cast by Prospa Shareholders present and voting at the Scheme Meeting (in person or by proxy, attorney or corporate representative) were in favour of the Scheme Resolution.

Details of the valid proxies received and votes cast on the Scheme Resolution are set out in Annexure B.

Next steps

The Scheme remains subject to the approval of the Supreme Court of New South Wales ("Court") at the hearing scheduled for 9.15am (Sydney time) on Wednesday, 31 July 2024 and certain other conditions precedent as previously announced and described in the Scheme Booklet ("Second Court Hearing").

If the Court approves the Scheme, and the other outstanding conditions precedent are satisfied or waived (if applicable) prior to the hearing, Prospa proposes to lodge an office copy of the orders of the Court with ASIC on Thursday, 1 August 2024, at which time the Scheme will become legally effective.

It is expected that Prospa Shares will be suspended from trading on the ASX from close of trading on Thursday, 1 August 2024 and the Scheme is expected to be implemented on Thursday, 8 August 2024 at which time the Scheme Consideration will be provided to Scheme Shareholders.

The key dates for implementation of the Scheme are set out below:

Event	Expected Date
Election Time Latest time and date for Eligible Prospa Shareholders to make an election for the Scrip Consideration by submitting an Election Form to the Prospa Registry or making an Election online at https://investor.prospa.com/scheme/ .	5.00pm (Sydney time) Monday, 29 July 2024
Second Court Date Time and date for seeking Court orders approving the Scheme	9.15am (Sydney time) Wednesday, 31 July 2024
Effective Date Court orders to be lodged with ASIC and announced to ASX and Scheme becomes Effective and is binding on Prospa Shareholders. Last day of trading in Prospa Shares on the ASX – Prospa Shares will be suspended from trading on ASX from close of trading	Thursday, 1 August 2024
Scheme Record Date Time and date for determining entitlements to Scheme Consideration	7.00pm (Sydney time) Monday, 5 August 2024
Implementation Date Payment of the Cash Consideration (by either cheque or electronic funds transfer to the nominated bank accounts) Issue of New HoldCo Shares to Eligible Prospa Shareholders who have made an Election to receive the Scrip Consideration (subject to any scale back)	Thursday, 8 August 2024

All dates stated above are indicative only and (among other things) are subject to all necessary approvals from the Court and regulatory authorities including ASIC, ASX or FIRB. Any changes to the above timetable (which may include an earlier or later date for the Second Court Date) will be announced through the ASX and notified on Prospa's website (www.prospa.com).

Further information

For further information in relation to the Scheme, please contact the Prospa Shareholder Information Line on 1800 236 994 (for callers with Australia) or +61 1800 236 994 (for callers outside Australia) between 8.30am and 5.30pm (Sydney time), Monday to Friday (excluding public holidays).

This announcement has been authorised for release by the Company Secretary.

ENDS

For further information, contact:

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About Prospa

Prospa Group Limited (ASX: PGL) is a leading fintech with a commitment to unleash the potential of small business in Australia and New Zealand. We do this through an innovative approach to developing simple, stress free and seamless financial management products and services.

Since 2012, we have provided more than \$4.0 billion of funding to support the growth and operations of thousands of small businesses. We also work with more than 16,000 trusted brokers, accountants, and aggregator partners, to deliver flexible funding solutions to their clients.

At Prospa, we're serious about our impact on our people, communities, and the planet. Our core company value of One Team is backed by our recognition as a Great Place To Work in Australia and a WORK180 Endorsed Employer for Women.

For more information about Prospa, visit prospa.com or investor.prospa.com.



PROSPA GROUP LIMITED

RESULT OF GENERAL MEETING (ASX REPORT)

GENERAL MEETING
Tuesday, 16 July, 2024

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution Voted on at the meeting			Proxy Votes (as at proxy close)				Direct vote (as at proxy close):		Total votes cast in the poll (where applicable)			Result
No	Short Description	Strike Y/N/NA	For	Against	Discretionary (open votes)	Abstain	For	Against	For	Against	Abstain **	
1	FINANCIAL ASSISTANCE RESOLUTION	NA	62,627,468 48.01%	0 0.00%	64,468 0.05%	6,418	67,466,824 51.72%	299,400 0.23%	130,208,760 99.77%	299,400 0.23%	6,418	Carried
2	RELATED PARTY RESOLUTION	NA	62,613,918 48.00%	0 0.00%	78,018 0.06%	6,418	67,466,824 51.72%	299,400 0.23%	130,208,760 99.77%	299,400 0.23%	6,418	Carried

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item



PROSPA GROUP LIMITED

RESULT OF SCHEME MEETING (ASX REPORT)

SCHEME MEETING
Tuesday, 16 July, 2024

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution Voted on at the meeting			Proxy Votes (as at proxy close)				Direct vote (as at proxy close):		Total votes cast in the poll (where applicable)			
No	Short Description	Strike Y/N/NA	For	Against	Discretionary (open votes)	Abstain	For	Against	For	Against	Abstain **	Result
1	TO APPROVE THE SCHEME	NA	62,491,509 47.88%	37,633 0.03%	15,475 0.01%	4,668	67,663,165 51.85%	298,950 0.23%	130,202,149 99.74% 75 Holders	336,583 0.26% 16 Holders	4,668 1 Holder	Carried

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item