

15 August 2023

ASX Announcement (ALO) Chair's Addresses and Presentation

Alloggio Group Limited (**ASX:ALO** or **Alloggio**) refers to the proposed acquisition of 100% of ALO by ALO Bidco Pty Ltd, Next Capital Pty Limited's nominee, by way of a scheme of arrangement (**Scheme**).

In accordance with ASX Listing Rule 3.13, attached to this announcement are:

- the Chair's addresses to be given to the attendees of the General Scheme Meeting and the Founding Shareholders Scheme Meeting (the **Scheme Meetings**) (**Annexure A** and **Annexure B** respectively); and
- the General Scheme Meeting presentation slides (**Annexure C**),

to be presented at the General Scheme Meeting (at 9.30am) and Founding Shareholders Scheme Meeting (at 10.00am or as soon thereafter as the General Scheme Meeting has been concluded or adjourned) as applicable, to be held today virtually via the online meeting platform at <https://investor.automic.com.au>.

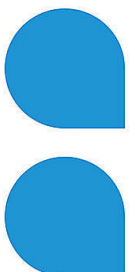
The General Scheme Meeting presentation slides include an update on the status of the conditions precedent to the Scheme on slide 14 and the timetable on slide 15.

General ALO Shareholders who participate in the General Scheme Meeting via the online platform will be able to listen to the General Scheme Meeting, ask questions and make comments.

The voting results of the Scheme Meetings will be communicated to the ASX shortly after the conclusion of the Scheme Meetings.

ENDS

This announcement has been approved by the Board of Alloggio.



Further enquiries

If you have any questions in relation to the Scheme or the Scheme Booklet, please contact the Alloggio Shareholder Information Line on 1300 441 599 (within Australia) or +61 2 9068 1327 (outside Australia), Monday to Friday (excluding public or bank holidays in Sydney, Australia) between 9.00am and 5.00pm AEST (Sydney, Melbourne).

Michael Potts - Company Secretary
companysecretary@alloggio.com.au



Annexure A Chair's Address for General Scheme Meeting



ALLOGGIO GROUP LIMITED

General Scheme Meeting – Chair’s Address

Tuesday, 15 August 2023

Note: unless otherwise stated, capitalised terms used in this document have the same meaning given to them in the Scheme Booklet dated 7 July 2023.

1. Welcome

Good morning ladies and gentlemen.

My name is Matthew Keen. I am an independent non-executive director of Alloggio and will be chairing the meeting today.

Also here today are my fellow directors John Murphy, William Creedon, Karen Howard and Christopher Sneddon.

Representatives from financial adviser Actuity Capital Partners and legal advisor Travis Partners are also present.

I am advised by Alloggio's Company Secretary that a quorum of General ALO Shareholders is present and as it is now after 9.30am, I declare this General Scheme Meeting open. I propose to take the Notice of General Scheme Meeting as read.

On behalf of the Board I welcome you to this scheme meeting, which has been convened pursuant to an order of the Federal Court of Australia made on 7 July 2023 in connection with the proposed scheme of arrangement between ALO and its shareholders.

2. Procedural matters – voting and questions

I would like to take the opportunity to summarise the voting procedures that will apply to this meeting.

As outlined in the Scheme Booklet and Notice of General Scheme Meeting, voting will be conducted by a poll. The proposed resolution is set out in the Notice of General Scheme Meeting contained in the Scheme Booklet.



When we reach the formal business of the meeting, voting on all resolutions will be conducted by poll. Shareholders attending virtually and wishing to vote on the resolution being put to the meeting can do so through Automic's investor portal.

If you are not already logged in to the investor portal instructions on how to do so can be found in the Notice of General Scheme Meeting.

A summary of these instructions can also be seen on the screen. If you have already lodged a proxy vote please note that you do not need to vote again through the online voting portal, your votes will already be counted in a poll on the resolution as per your proxy instruction.

If you have any problem registering your shareholding with Automic please call the support number shown on the screen. To allow shareholders time to log in, I now declare the poll open. Online voting is now open and will remain open until I declare it closed at the end of the formal business. Your votes must have been submitted prior to the portal being closed for them to count. I will provide a warning prior to closing the poll.

For the purposes of the poll, I appoint Amy Wong of Automic, the Company's share registry, who has examined and prepared summaries of the proxy forms received, to act as Returning Officer and to conduct the poll.

After the meeting closes, your votes will be counted by our securities registry and the results will be announced on the ASX shortly afterwards.

Questions can be submitted at any time. To ask a question press on the Q&A icon. This will open a new screen. At the bottom of that screen there is a section for you to type your question. Please start your question by typing your shareholding SRN or HIN. This will allow the moderator to identify you as a shareholder.

If you would like to ask your question verbally, type your SRN or HIN and then type "I'd like to speak". Once you have finished typing, please hit enter on your keyboard to send. Please note that while you can submit questions from now on, I will not address them until the relevant time in the meeting.



Please also note that your questions may be moderated or if we receive multiple questions on one topic, amalgamated together. Due to time constraints, we may run out of time to answer all your questions. If this happens, we will answer them in due course via email/posting responses on our website.

I ask that you keep your questions short and to the point so that as many shareholders as possible have a chance to ask a question.

3. Background to the Scheme

As you know, this meeting has been convened to consider a proposed scheme of arrangement under which, if approved, ALO Bidco Pty Ltd, the bidder nominee of Next Capital Pty Ltd, will acquire all of the shares in Alloggio.

ALO Bidco Pty Ltd is a wholly-owned subsidiary of Bidder Holdco Pty Ltd, which is itself a wholly-owned subsidiary of Next Capital V, LP, a limited partnership which forms part of a private equity fund known as Next Capital Fund V (the **Next Capital Fund**) managed by Next Capital V Management Pty Limited. The investment mandate of the Next Capital Fund is to invest in mid-market private equity transactions sourced across Australia and New Zealand. ALO Bidco Pty Ltd is the nominee of Next Capital Pty Ltd, which executed the Scheme Implementation Deed with Alloggio

A detailed Scheme Booklet dated 7 July 2023, including a copy of the Independent Expert's Report prepared by BDO, was sent to shareholders in July in accordance with the orders of the Federal Court of Australia.

If the Scheme is approved at the Scheme Meetings and becomes Effective, on the Implementation Date, ALO Bidco Pty Ltd will acquire all of the shares in Alloggio and General ALO Shareholders will receive \$0.24 cash consideration per Alloggio Share held on the Scheme Record Date. The Cash Scheme Consideration of \$0.24 per share implies an equity value, on a 100% fully diluted basis, of approximately \$48.7m and an enterprise value of approximately \$60.6m, and represents a:

- 50.0% premium to the closing price of ALO Shares of \$0.16 on 9 June 2023; and
- 43.3% premium to the VWAP of \$0.1674 for the period from 17 May 2023 (being the date of the announcement of the revised FY23 Normalised EBITDA reducing from the range of \$6.4m-\$8.2m to the range of \$4.8m-\$5.1m) to 9 June 2023.

The Scheme Booklet provides a detailed overview of the proposal, and I will take it as having been read.

4. Reasons to vote for or against the Scheme

The Scheme Booklet set out various reasons why ALO Shareholders may want to vote in favour of the Scheme and various reasons why they may want to vote against the Scheme. These are set out in detail in the Scheme Booklet and summarised on the slide shown.

In making its recommendation, the Independent Board Committee of Alloggio considered an extensive range of issues and have had regard to our overarching responsibility to act in the best interests of all Alloggio Shareholders.

The Scheme Booklet contains further information, including details regarding both the risks associated with the Scheme and a continued investment in Alloggio.

5. Independent Expert's conclusion

Alloggio commissioned an independent expert, BDO Corporate Finance (East Coast) Pty Ltd, to prepare the Independent Expert's Report in relation to the Scheme.

The Scheme Booklet includes a copy of the Independent Expert's Report prepared by the Independent Expert.

The Independent Expert has concluded that the Cash Scheme Consideration of \$0.24 per Alloggio Share is fair and reasonable and in the best interests of Alloggio Shareholders, in the absence of a Superior Proposal.

The Independent Expert has assessed the value of the equity of Alloggio to be in the range of \$0.22 to \$0.25 per ALO Share. The Cash Scheme Consideration of \$0.24 per ALO Share is above the mid-point of the Independent Expert's assessed valuation range.

The Independent Expert is also of the view that the Founding Shareholders are not receiving a superior offer to the General ALO Shareholders under the Scheme (being all Alloggio shareholders other than the Founding Shareholders) and that the market value of the Bidder HoldCo Shares to be issued to the Founding Shareholders as Scrip Scheme Consideration, immediately following the Implementation of the Scheme, is no greater

than the Cash Scheme Consideration being paid to General ALO Shareholders under the Scheme.

The Independent Expert's full commentary in relation to the Scheme is contained in the Independent Expert's Report which is included in the Scheme Booklet.

6. Alloggio Board recommendation

The Alloggio Board confirms that, as at the time of this meeting:

- no Superior Proposal has emerged nor are we aware of any Superior Proposal that is likely to emerge; and
- the Independent Expert has not communicated any change to their conclusion that the Cash Scheme Consideration is fair and reasonable and in the best interests of General ALO Shareholders.

The Independent Board Committee Members of Alloggio, being each of myself, John Murphy and Christopher Sneddon) therefore continue to unanimously recommend that you vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of ALO Shareholders.

Subject to those same qualifications, each of us are voting, or procuring the voting of, any ALO Shares held or controlled by us in favour of the Scheme.

The remaining directors of Alloggio, William Creedon and Karen Howard, are not making a recommendation to General ALO Shareholders in their capacity as directors of Alloggio, due to their Alloggio Shares forming a different class of shares in the Scheme.

7. Conditions precedent

Implementation of the Scheme remains subject to certain conditions precedent as summarised on the screen, with the key remaining conditions being:

- Approval of the Scheme Resolutions at the General Scheme Meeting and the Founding Shareholder Scheme Meeting, that is determined today; and



- Approval of the Scheme by the Federal Court of Australia at the Second Court Hearing.

The Independent Board Committee Members are not aware of any circumstances to date which would prevent any of the other outstanding conditions from being satisfied (or waived, if applicable).

8. Timetable

If the Scheme is approved today at both the General Scheme Meeting and the Founding Shareholder Scheme Meeting today, the key events and the expected timing in relation to the approval and implementation of the Scheme are set out in the timetable shown on the screen.

The second Court hearing for approval of the Scheme is scheduled to take place on 28 August 2023. If the Scheme is approved by the Federal Court, a copy of the Court orders will be lodged with ASIC and the Scheme will become Effective. Accordingly, the Effective Date and last trading day in Alloggio shares will be 28 August 2023. On the Implementation Date, which is currently expected to be 6 September 2023, ALO Bidco Pty Ltd will acquire all of the ALO shares on issue and the Cash Scheme Consideration will be paid to General ALO Shareholders.

The timetable is subject to satisfaction or waiver (if applicable) of the outstanding conditions precedent and the Scheme becoming legally effective. Any changes to the timetable will be announced to the ASX.

If the outstanding conditions precedent are not satisfied or waived (if applicable), the Scheme will not proceed and Alloggio will continue to be listed on the ASX.

9. Scheme Resolution

The purpose of the Scheme Meeting is to consider and, if thought fit, agree to the scheme of arrangement proposed to be made between ALO and its shareholders (the **Scheme Resolution**)

The Scheme Resolution for consideration today is set out in the Notice of General Scheme Meeting included in the Scheme Booklet. The wording is also displayed on screen and I will now read it in full:



'That, pursuant to and in accordance with section 411 of the Corporations Act, the Scheme (the terms of which are contained in and more particularly described in the Scheme Booklet of which this Notice of General Scheme Meeting forms part), is approved (with or without modifications, alterations or conditions as approved by the Court to which Alloggio and Bidder agree in writing) and the Alloggio Board is authorised, subject to the terms of the Scheme Implementation Deed, to (a) agree to any such modifications, alterations or conditions, and (b) subject to approval of the Scheme by the Court, implement the Scheme with any such modifications, alterations or conditions.'

In order for General ALO Shareholders to receive the Cash Scheme Consideration, it is necessary that scheme shareholders resolve to approve the Scheme. The Scheme Resolution will be voted on by way of a poll.

In order for the Scheme Resolution to be passed, votes in favour must be received from:

- at least 75% of the total votes cast on the resolution; and
- a majority in number (more than 50%) of General ALO Shareholders present and voting (whether in person, by proxy, by attorney or by a corporate representative).

As noted before, Independent Board Committee Members of Alloggio will be exercising their voting rights in favour of the Scheme Resolution.

10. Questions

I would now like to open the meeting to questions in relation to the proposed Scheme.

I will address any questions received from General ALO Shareholders and duly appointed proxyholders, attorneys and corporate representatives regarding the Scheme Resolution.

If I am unable to answer a question I may refer it to another director or take it on notice if necessary.

Are there any questions from shareholders here today in relation to the proposed Scheme?

I believe there are no further questions in relation to the proposed Scheme and conclude discussions on this item of business.



11. Voting and proxies

Voting will be closing shortly. If you have not already done so I ask that all shareholders cast their vote on the Scheme Resolution.

The proxies received in respect of the Scheme Resolution are now shown on screen and are as follows:

- 91,409,662 votes in favour from 141 General ALO Shareholders;
- 243,042 votes undirected from 5 General ALO Shareholders. As noted in the Proxy Forms, I will vote all undirected votes that I hold in my capacity as Chair, being 243,042 votes undirected from 5 General ALO Shareholders, in favour of the Scheme Resolution; and
- 70,000 votes against from 4 General ALO Shareholders;

There are no proxies from General ALO Shareholders abstained

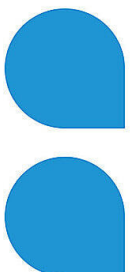
I understand that all votes have now been lodged and the poll is now closed.

12. Thank you

The results of this meeting will be released through the ASX shortly and will also be displayed on the Alloggio website.

On behalf of the Board and management team, I'd like to thank you for your attendance and support of Alloggio.

This now concludes the official business of the meeting and I now declare the meeting closed.



Annexure B Chair's Address for Founding Shareholders Scheme Meeting



ALLOGGIO GROUP LIMITED

Founding Shareholders Scheme Meeting – Chair's Address

Tuesday, 15 August 2023

Note: unless otherwise stated, capitalised terms used in this document have the same meaning given to them in the Scheme Booklet dated 7 July 2023.

1. Welcome

Good morning ladies and gentlemen.

I note a quorum is present and as the General Scheme Meeting has now concluded and it is after 10.00am, I declare this Founding Shareholders Scheme Meeting open.

I trust that the Founding Shareholders present, either in person or by proxy, are already familiar with the proposed business of this meeting, and I will take the Scheme Booklet, including the notice convening this meeting, as read.

On behalf of the Board I welcome you to this scheme meeting, which has been convened pursuant to an order of the Federal Court of Australia made on 7 July 2023.

2. Procedural matters – voting and questions

I would like to take the opportunity to summarise the voting procedures that will apply to this meeting.

As outlined in the Scheme Booklet and Notice of Founding Shareholders Scheme Meeting, voting will be conducted by a poll. The proposed resolution is set out in the Notice of Founding Shareholders Scheme Meeting contained in the Scheme Booklet.

When we reach the formal business of the meeting, voting on all resolutions will be conducted by poll. Shareholders attending virtually and wishing to vote on the resolutions being put to the meeting can do so through Automic's investor portal. If you are not already logged in to the investor portal instructions on how to do so can be found in the Notice of Founding Shareholders Scheme Meeting.



A summary of these instructions can also be seen on the screen. If you have already lodged a proxy vote please note that you do not need to vote again through the online voting portal, your votes will already be counted in a poll on each resolution as per your proxy instruction.

If you have any problem registering your shareholding with Automic please call the support number shown on the screen. To allow shareholders time to log in, I now declare the poll open. Online voting is now open and will remain open until I declare it closed at the end of the formal business. Your votes must have been submitted prior to the portal being closed for them to count. I will provide a warning prior to closing the poll.

For the purposes of the poll, I appoint Amy Wong of Automic, the Company's share registry, who has examined and prepared summaries of the proxy forms received, to act as Returning Officer and to conduct the poll.

After the meeting closes, your votes will be counted by our securities registry and the results will be announced on the ASX shortly afterwards.

Questions can be submitted at any time. To ask a question press on the Q&A icon. This will open a new screen. At the bottom of that screen there is a section for you to type your question. Please start your question by typing your shareholding SRN or HIN. This will allow the moderator to identify you as a shareholder.

If you would like to ask your question verbally, type your SRN or HIN and then type "I'd like to speak". Once you have finished typing, please hit enter on your keyboard to send. Please note that while you can submit questions from now on, I will not address them until the relevant time in the meeting.

Please also note that your questions may be moderated or if we receive multiple questions on one topic, amalgamated together. Due to time constraints, we may run out of time to answer all your questions. If this happens, we will answer them in due course via email/posting responses on our website.

I ask that you keep your questions short and to the point so that as many Shareholders as possible have a chance to ask a question.



3. Scheme Resolution

The purpose of the Scheme Meeting is to consider and, if thought fit, agree to the scheme of arrangement proposed to be made between ALO and its shareholders (the **Scheme Resolution**)

The Scheme Resolution for consideration today is set out in the Notice of Founding Shareholders Scheme Meeting included in the Scheme Booklet. The wording is also displayed on screen and I will now read it in full:

'That, pursuant to and in accordance with section 411 of the Corporations Act, the Scheme (the terms of which are contained in and more particularly described in the Scheme Booklet of which this Notice of Founding Shareholders Scheme Meeting forms part), is approved (with or without modifications, alterations or conditions as approved by the Court to which Alloggio and Bidder agree in writing) and the Alloggio Board is authorised, subject to the terms of the Scheme Implementation Deed, to (a) agree to any such modifications, alterations or conditions, and (b) subject to approval of the Scheme by the Court, implement the Scheme with any such modifications, alterations or conditions.'

In order for the Founding Shareholders to receive the Scrip Scheme Consideration, it is necessary that they resolve to approve the Scheme. The Scheme Resolution will be voted on by way of a poll.

In order for the Scheme Resolution to be passed, votes in favour must be received from:

- at least 75% of the total votes cast on the resolution; and
- a majority in number (more than 50%) of Founding Shareholders present and voting (whether in person, by proxy, by attorney or by a corporate representative).

4. Questions

I would now like to open the meeting to questions in relation to the proposed Scheme.

I will address any questions received from Founding Shareholders and duly appointed proxyholders, attorneys and corporate representatives regarding the Scheme Resolution.



If I am unable to answer a question I may refer it to another director or take it on notice if necessary.

Are there any questions from Founding Shareholders here today in relation to the proposed Scheme?

I believe there are no further questions in relation to the proposed Scheme and conclude discussions on this item of business.

5. Voting and proxies

Voting will be closing shortly. If you have not already done so I ask that all shareholders cast their vote on the Scheme Resolution.

The proxies received in respect of the Scheme Resolution are now shown on screen and are as follows:

- 57,870,700 votes in favour from 3 Founding Shareholders;

I understand that all votes have now been lodged and the poll is now closed.

6. Thank you

The results of this meeting will be released through the ASX shortly and will also be displayed on the Alloggio website.

This now concludes the official business of the meeting and I now declare the meeting closed.



Annexure C General Scheme Meeting Presentation





Court ordered Scheme Meeting

Scheme of Arrangement between Alloggios and its Shareholders

15th August 2023 – 9.30am Virtual Meeting





Matt Keen

Independent Board Committee Chair

Welcome

BOARD OF DIRECTORS



John MURPHY
Independent
Non-Executive Chair



Karen HOWARD
Non-Executive
Director



Matthew KEEN
Independent
Non-Executive
Director



Christopher SNEDDON
Non-Executive
Director




Will CREEDON
Chief Executive
Officer
& Founder





Voting Instructions



Existing users sign in

username

password

log in >

[can't log in?](#)

register >

Automic helps you manage your holdings & securities

Sign up and add your HIN/SRNs to start managing your portfolio. It's fast, secure, and easy.

Please click here for [Single Holding Access](#). This service provides limited access to a holding.

Your Portfolio show zero balances ☐ Company / ASX code

Security Notice We advise you to turn on MFA security to protect your account don't show again manage MFA

Meeting Open for Registration One or more meetings are open for registration View

*****004223 JONATHAN COOPER Documents & Statements Meetings

Meetings

voting ends

SIN *****004223

02 Aug 2020 100 PM
Australian Western Standard Time (+08:00)

ABC Sample Corporation LTD Annual General Meeting
scheduled for 04 Aug 2020 at 100 PM, Australian Western Standard Time (+08:00) Register

No more upcoming meetings

back to portfolio

1 Go to
Investor.automic.com.au

2 Once logged in you will see that the meeting is "OPEN" for registration. Click on "VIEW".

3 Click on "REGISTER" to register your attendance for the meeting.

Voting Instructions


Registration

Sample Corporation LTD - Annual General Meeting

Registration

Complete

Complete - Step 2 of 2

 Registration Complete!

The voting is not open yet. Refresh this page or come back here later.

You can join the meeting online using the following link

<https://us02web.zoom.us/j/85784417406?pwd=TFE0TTdGTEhGSENibUN5NzF3bUJQOT09>

[Refresh](#)

Voting

Sample Corporation LTD - Annual General Meeting

Poll

Review

Complete

Poll - Step 1 of 3

You can join the meeting online using the following link

<https://us02web.zoom.us/j/85784417406?pwd=TFE0TTdGTEhGSENibUN5NzF3bUJQOT09>

Resolutions

You must vote on all resolutions, except for those marked as withdrawn.

1

Remuneration Report

2

Re-Election Of Jonathan Cooper as National Head of Client Services

for

against

abstain

for

against

abstain

[next](#)

4 Once the Chair of the Meeting declares voting open, you should select "REFRESH".

5 To vote simply select the direction in which you would like to cast your vote, the selected option will change colour.

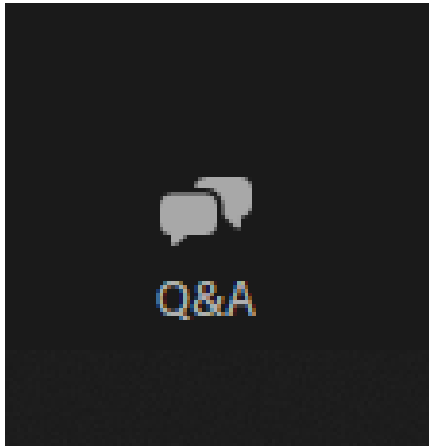
6 Once the voting closed you must select "NEXT" and then "Confirm" to submit your vote.

Online Q&A

1 Click on Q&A icon

2 Type your question in the new Q&A window

3 Hit enter on your keyboard to submit your message



Type your question here...



Cancel

Send

To contact support:

Please call 1300 816 159 (within Australia) or +61 2 8072 1479 (outside of Australia)



Background to the Scheme:

- ALO Bidco Pty Ltd, the bidder nominee of Next Capital Pty Ltd (Next Capital), to acquire 100% of the shares in Alloggio Group Limited (**Alloggio** or **ALO**) by way of a scheme of arrangement (**Scheme**)
- The Scheme follows Alloggio having received an unsolicited, conditional, non-binding incomplete cash offer from Next Capital in March 2023 and the negotiation and entry into a Scheme Implementation Deed.
- If the Scheme is approved and becomes Effective, General ALO Shareholders will receive \$0.24 for each Alloggio Share held on the Scheme Record Date (**Cash Scheme Consideration**).
- The Cash Scheme Consideration of \$0.24 per share implies an equity value, on a 100% fully diluted basis, of approximately \$48.7m and an enterprise value of approximately \$60.6m, and represents a:
 - 50.0% premium to the closing price of ALO Shares of \$0.16 on 9 June 2023; and
 - 43.3% premium to the VWAP of \$0.1674 for the period from 17 May 2023 (being the date of the announcement of the revised FY23 Normalised EBITDA reducing from the range of \$6.4m-\$8.2m to the range of \$4.8m-\$5.1m) to 9 June 2023.

Reasons you should vote for the Scheme:

- The Independent Board Committee unanimously recommend that you vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of General ALO Shareholders.
- Based on the Cash Scheme Consideration, the Independent Expert has concluded that the Cash Scheme Consideration is fair and reasonable and in the best interests of General ALO Shareholders, in the absence of a Superior Proposal.
- The Cash Scheme Consideration of \$0.24 per Alloggio Share represents a significant premium over the recent trading price of ALO Shares prior to the release of the amended offer price of \$0.24 per Alloggio Share.
- The Cash Scheme Consideration of \$0.24 per Alloggio Share is above the mid-point of the Independent Expert's valuation range of \$0.22 to \$0.25 per Alloggio Share.
- The Cash Scheme Consideration provides General ALO Shareholders with certainty of value and the opportunity to realise their investment for cash, avoiding the uncertainties and risks associated with Alloggio's business.
- No Superior Proposal has emerged as at the date of this Scheme Booklet.
- Alloggio's share price may fall if the Scheme does not proceed.
- The Transaction is supported by Major Shareholders.
- You will not incur any brokerage charges on the transfer of your ALO Shares if the Scheme proceeds.

Potential reasons to vote against the Scheme:

- You may disagree with the unanimous recommendation of the Independent Board Committee in respect of the Cash Scheme Consideration and the Independent Expert's conclusion and believe that the Scheme is not in your best interests.
- You may wish to maintain a direct investment in Alloggio as an ASX listed company.
- The tax consequences of the Scheme may not suit certain Alloggio Shareholders.
- You may wish to confine your investment and exposure to a business with Alloggio's specific characteristics.
- You may believe there is potential for a Superior Proposal to be made in the foreseeable future.

Independent Expert's conclusion:

The Independent Expert, BDO Corporate Finance (East Coast) Pty Ltd, has concluded that the Scheme is fair and reasonable, and is in the best interests of the General ALO Shareholders, in the absence of a Superior Proposal.

Alloggio Independent Board recommendation:

- The Independent Board Committee Members of Alloggio continue to unanimously recommend that Alloggio Shareholders vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of ALO Shareholders.
- Subject to those same qualifications, each Independent Board Committee Member is voting, or procuring the voting of, Alloggio shares held or controlled by them in favour of the Scheme.

Status of Conditions Precedent:

Implementation of the Scheme remains subject to the satisfaction or waiver (if applicable) of the following conditions precedent:

- FIRB Approval;
- all Regulatory Approvals (other than FIRB Approval) which are necessary or desirable having been issued or received, and remaining in full force and effect as at 8:00am on the Second Court Date;
- approval of the Scheme Resolution by Alloggio Shareholders at the Scheme Meetings by the Requisite Majorities (determined today);
- the Independent Expert not changing its conclusion or withdrawing its Independent Expert's Report before 8.00am on the Second Court Date;
- approval of the Scheme by the Federal Court of Australia at the Second Court Hearing;
- the release of all of the Escrowed Shares;
- the ALO Board making the determination that each outstanding ALO Option will be exercised or lapse or be terminated before the Scheme Record Date;
- no ALO Material Adverse Change and no ALO Prescribed Occurrence between date of scheme implementation deed and 8:00am of the Second Court Date;
- the ALO Representations and Warranties and Bidder Representation and Warranties remaining true and correct in all material respects between date of scheme implementation deed and 8:00am of the Second Court Date;
- the Founding Shareholders agreeing in writing to sign the Shareholder Deed, subject to the Scheme becoming effective;
- each relevant counterparty to a Consent Contract giving its written approval to the transfer of Scheme Shares to Bidder in accordance with the Scheme; and
- the CBA Facility remaining in full force and effect as it is at the date of the scheme implementation deed, with no defaults or other similar events, and no circumstances which could give rise to any such events or rights in favour of CBA existing.

The Independent Board Committee Members are not aware of any circumstances which would prevent any of the outstanding conditions from being satisfied (or waived, if applicable).

Implementation Timetable:

If the Scheme is approved by Alloggio Shareholders at the Scheme Meetings today, the key events and expected timing in relation to the approval and implementation of the Scheme are set out in the table below:

Second Court Date	28 August 2023 at 10.15am
To seek Court orders approving the Scheme	
Effective Date	28 August 2023 at 10.15am
The date on which the Scheme becomes Effective and is binding on Alloggio Shareholders	
Scheme Record Date	30 August 2023 at 7.00pm
Time and date for determining entitlements to Scheme Consideration	
Implementation Date	6 September 2023
The date on which the Scheme will be implemented, and Scheme Consideration will be paid	

alloggio:

Scheme Vote



Scheme Resolution:

To consider and, if thought fit, to pass the following General Scheme Resolution in accordance with section 411(4)(a)(ii) of the Corporations Act:

'That, pursuant to and in accordance with section 411 of the Corporations Act, the Scheme (the terms of which are contained in and more particularly described in the Scheme Booklet of which this Notice of General Scheme Meeting forms part), is approved (with or without modifications, alterations or conditions as approved by the Court to which Alloggio and Bidder agree in writing) and the Alloggio Board is authorised, subject to the terms of the Scheme Implementation Deed, to (a) agree to any such modifications, alterations or conditions, and (b) subject to approval of the Scheme by the Court, implement the Scheme with any such modifications, alterations or conditions.'

Questions?

Voting

Resolution	For		Against		Discretionary		Unusable For		Totals		Exclusions		Abstain	
	Votes	Holders	Votes	Holders	Votes	Holders	Votes	Holders	Votes	Holders	Votes	Holders	Votes	Holders
1 Approval of Scheme resolution	91,409,662	141	70,000	4	243,042	5	0	0	91,722,704	150	0	0	0	0
	99.66%	94.00%	0.08%	2.67%	0.26%	3.33%	0.00%	0.00%						

THANK YOU

📍 The Deck House, Great Ocean Road Holidays, VIC