

Court Approves Scheme of Arrangement

Melbourne, 9 November 2022: PayGroup Limited (“PayGroup” or the “Company”), refers to its announcement dated 26 October 2022 and is pleased to advise that the Federal Court yesterday approved the Scheme of Arrangement with Deel Australia Holdings Pty Ltd. Formal Orders were issued by the Court today.

Background

On 26 October 2022 PayGroup brought to the Court’s attention some procedural irregularities concerning the despatch of the Scheme documentation. As announced that day, the Court adjourned the Second Court Date to allow submissions to be made concerning this issue. Submissions were made, and the Company did not receive any objections to the Scheme proceeding.

Orders

Today the Court has issued the following Orders:

Regularising the proceedings to date:

1. *Under s 1322(4)(a) of the Act the convening of the scheme meeting, and the resolution of that meeting to approve the Scheme, are not invalid by reason of any failure to have convened that meeting in accordance with paragraph 2 of the order made on 23 August 2022 (**convening order**).*
2. *Under s 1322(4)(d) of the Act:*
 - (a) *the time for sending the materials referred to in paragraph 2 of the convening order is extended, now for then, to 29 August 2022; and*
 - (b) *the time for publishing the notice referred to in paragraph 12 of the convening order is extended, now for then, to 29 September 2022.*

Approving the Scheme of Arrangement

Under s 411(4)(b) of the Act, the Scheme is approved and under s 411(12) of the Act, PayGroup is exempted from compliance with section 411(11) of the Act in respect of the Scheme

The following timetable will now apply to the Scheme:

- Lodgement of Court Orders with ASIC - 9 November 2022
- Effective Date - trading in PayGroup Shares suspended as from close of trade - 9 November 2022
- Record Date - 5.00pm on 11 November 2022
- Implementation Date - 18 November 2022

If you are a PayGroup shareholder at 5.00pm on the Scheme record date of 11 November 2022 ("**Record Date**"), PayGroup will pay the Scheme Consideration on the Implementation Date either to your

nominated bank account (if you have provided the Registry with your Australian bank account details before the Record Date) or by sending a cheque for the Scheme Consideration that you are entitled to receive to your address shown in the Share Register as at the Record Date. ***PayGroup strongly recommends that you provide banking details to expedite payment.*** If you wish to notify the Registry of your nominated Australian bank account, you can update your account online at www.computershare.com.au/easyupdate/pyg or you can contact the Registry on 1800 850 505 (within Australia) or +61 8 9415 4000 (outside Australia) Monday to Friday (excluding public holidays) between 8:30am and 5:00pm (AEST) before the Record Date.

-ENDS-

For further information, please contact:

Company

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This announcement was authorised by the Managing Director of PayGroup Ltd.

About PayGroup

PayGroup is a leading provider of enterprise payroll and human capital management (HCM) solutions, delivering mission-critical services. Leveraging PayGroup's deep regulatory and compliance expertise, PayGroup now proudly services enterprise clients in 82 countries, representing more than 8.1m payslips and over \$11 billion in transactions per annum. PayGroup's core business provides a great foundation for sustainable long-term growth, allowing it to further unlock monetisation opportunities. More information on PayGroup can be found at www.paygrouplimited.com.