

31 January 2022

Scheme Meeting Results

Class Limited (ASX:CL1) (**Class**) is pleased to announce that at the Scheme Meeting held today, Class shareholders approved by the requisite majorities the scheme of arrangement under which HUB24 Limited (ASX:HUB) (**HUB24**) will acquire all of the shares in Class (**Scheme**).

Voting results of Scheme Meeting

In summary, the resolution to approve the Scheme, as set out in the Notice of Meeting in Annexure D of the Scheme Booklet dated 15 December 2021 (the **Scheme Resolution**), was approved by the requisite majorities of Class shareholders.

A detailed report of the votes cast in respect of the Scheme Resolution is attached to this announcement.

Notice of Second Court Hearing

The Scheme remains subject to Court approval in order to be implemented and certain other conditions precedent as previously described in the Scheme Booklet dated 15 December 2021.

Class has applied to the Court for orders approving the Scheme at a hearing (by teleconference) scheduled for 9:15am (Sydney time) on Friday, 4 February 2022 at the Supreme Court of New South Wales, Law Courts Building, 184 Phillip Street, Sydney (the **Court**). As stated in the Scheme Booklet, any Class shareholder who wishes to oppose the approval of the Scheme at the Court hearing may do so by filing with the Court and serving on Class a notice of appearance in the prescribed form, together with any affidavit that the Class shareholder proposes to rely on.

Class will make a further announcement after the Court has considered the matter.

Lodgement of Court Orders and Suspension of Trading

If the Court approves the Scheme, Class proposes to lodge an office copy of the Court orders with the Australian Securities and Investments Commission on Monday, 7 February 2022, at which time the Scheme will become legally effective.

If this occurs, Class will apply for its shares to be suspended from trading on the Australian Securities Exchange with effect from the close of trade on Monday, 7 February 2022.

Implementation of the Scheme

The dates for implementation of the Scheme and other key dates are set out below.¹

Event	Expected Date
Second Court Date	Friday, 4 February 2022
Effective Date	Monday, 7 February 2022
Court order lodged with ASIC and announced on the ASX	
Last day of trading in Class shares – Class shares will be suspended from trading on the ASX from close of trading	

¹ All such times and dates in the timetable below are references to the time and date in Sydney, Australia and all such times and dates are subject to change.

Scheme Record Date For determining entitlements to Scheme consideration	7:00pm (Sydney time) on Wednesday, 9 February 2022
Implementation Date Provision of Scheme consideration	Wednesday, 16 February 2022
Trading of HUB24 Shares HUB24 Shares issued to Class Shareholders as Scrip Consideration to commence trading on the ASX on a normal settlement basis	Thursday, 17 February 2022 (unless the ASX requires otherwise)

Further information

Class shareholders requiring further information in relation to the Scheme may contact the Class Shareholder Information Line on 1300 306 413 (within Australia) or +61 1300 306 413 (outside Australia), Monday to Friday (excluding public holidays) between 9.00am and 5.00pm (Sydney time).

ENDS**Enquiries**

For further information please contact:

Zoe Wise

Investor Relations Assistant

Email investor@class.com.au



CLASS LIMITED
SCHEME MEETING
Monday, 31 January 2022

RESULT OF MEETING
(ASX REPORT)

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	Proxy Votes (as at proxy close)				Direct vote (as at proxy close)		Total votes cast in the poll (where applicable)			
	Votes FOR	Votes AGAINST	Votes OPEN	Votes ABSTAIN	Votes FOR	Votes AGAINST	Votes FOR	Votes AGAINST	Votes ABSTAIN **	Resolution Result
That, under and in accordance with section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Class Limited (Class) and the holders of its fully paid ordinary shares, the terms of which are contained in and more particularly described in the Scheme Booklet of which the notice convening the Scheme Meeting forms part, is approved (with or without any alteration or conditions as approved by the Supreme Court of New South Wales and agreed to by Class and HUB24) and, subject to approval of the Scheme by the Court, the Class Board is authorised to implement the Scheme with any such alterations or conditions.	81,420,794 97.79%	67,735 0.08%	1,721,853 2.07%	2,396	53,140 0.06%	0 0.00%	84,094,553 99.92%	67,735 0.08%	2,396	Carried
	Holders FOR	Holders AGAINST	Holders OPEN	Holders ABSTAIN			Holders FOR	Holders AGAINST	Holders ABSTAIN **	Resolution Result
	329 84.79%	37 9.54%	11 2.84%	3	11 2.84%	0 0.00%	382 97.20%	11 2.80%	3	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

personal use only