

Market Announcement

1 April 2022

Ozgrowth Limited (ASX:OZG) – Trading Halt

Description

The securities of Ozgrowth Limited ('OZG') will be placed in trading halt at the request of OZG, pending it releasing an announcement. Unless ASX decides otherwise, the securities will remain in trading halt until the earlier of the commencement of normal trading on Tuesday, 5 April 2022 or when the announcement is released to the market.

Issued by

Vanessa Nevjestic

Adviser, Listings Compliance (Perth)

Ms Barbara Lim
Adviser, Listing Compliance
ASX Limited
Level 40, Central Park, 152-158 St Georges Terrace
PERTH WA 6000

1 April 2022

VIA EMAIL: barbara.lim@asx.com.au
tradinghaltspert@asx.com.au

Dear Barbara,

RE: OZGROWTH LIMITED – REQUEST FOR TRADING HALT

Ozgrowth Limited (ASX: OZG) (the **Company**) requests that ASX Limited grant an immediate trading halt of its securities.

In accordance with ASX Listing Rule 17.1, the Company provides the following information:

- The Company refers to the Scheme Implementation Agreement (**SIA**) dated 22 December 2021 between the Company and WAM Capital Limited (**WAM Capital**).
- The Company has given notice to WAM Capital under the SIA of a breach of the Condition Precedent under clause 3.1(g) of the SIA (No Material Adverse Effect) (**MAE Condition**). A Material Adverse Effect has occurred under paragraph (c) of the definition of Material Adverse Effect in clause 1.1 of the SIA, because:
 - the WAM Capital share price premium to NTA was greater than 25% on the Calculation Date (31 March 2022); and
 - none of the exceptions under paragraphs (d) to (i) of the definition of Material Adverse Effect apply.
- The Company requests the trading halt pending the outcome of discussions with WAM Capital in an effort to resolve the matter.
- The Company requests that the trading halt remain in place until the commencement of normal trading on Tuesday 5 April 2022 unless before that time the Company requests that the trading halt be lifted.
- The Company will provide an update on the status of the Conditions Precedent which will be the event that the Company expects to end the trading halt.
- The Company is not aware of any reason why the trading halt should not be granted.

Yours sincerely



Anthony Hewett
Company Secretary
Ozgrowth Limited