

OZGROWTH LIMITED
Scheme Meeting 2022

OZGROWTH
LIMITED

Opening

“Good afternoon Ladies and Gentlemen and welcome to the Scheme Meeting of Ozgrowth Limited, recommenced following its adjournment on 4 April 2022. My name is Jonathan Murray, I am a lawyer and a partner at Steinepreis Paganin, and will be the Chairman for this Scheme Meeting.

In accordance with the orders of the Supreme Court of Western Australia, the board of Ozgrowth has requested that I chair this meeting as an independent chair, with no connection or interest in either Ozgrowth or WAM Capital Limited.”

How to vote

- When the poll is open, select the vote icon at the top of the screen
- To vote, select either For, Against or Abstain
- You will see a vote confirmation
- To change or cancel your vote “click here to change your vote” at any time until the poll is closed
- If you experience any technical issues during the course of this meeting, you may contact Computershare, by telephone on 03 9415 4024 (within Australia) or +61 3 9415 4024 (for those outside Australia) for assistance.

The screenshot displays the voting interface for Oz Growth Limited. At the top, there are four navigation icons: Broadcast, Vote (highlighted with a purple bar and a '1' badge), Q & A, and Documents. Below the navigation bar, the section is titled 'Items of Business'. The first item is '2A Re-elect Mr Sam Sample as a Director'. Below this item, there are three buttons: 'FOR', 'AGAINST', and 'ABSTAIN'. The second item is '2B Re-elect Ms Jane Citizen as a Director'. Below this item, there is a green checkmark icon and a confirmation message: 'We have received your vote For. Click here to change your vote.'.

How to ask a question

- To ask a written question select the Q & A icon
- Select the topic your question relates to from the drop-down list
- Type your question in the text box and **press** the send button
- To ask a verbal question follow the instructions below the broadcast window.

The screenshot displays the OZGROWTH user interface with four tabs: Broadcast, Vote, Q & A (selected), and Documents. Below the tabs is a large text area labeled 'Your question(s)'. Underneath this is a smaller text box with the placeholder 'You may enter a question using the field below.' and a 'Select Topic' dropdown menu. A note states 'Questions are limited to 2000 characters.' Below the text box is a 'Send' button and a character count '0 character(s)'.

Polling

In order to provide you with enough time to vote, **I declare that polling on the resolution is open now.**

If you are eligible to vote at this meeting, a new polling icon will appear on your screen. Selecting this icon will bring up the resolution being voted on and present you with voting options. To cast your vote simply select one of the options. There is no need to hit a submit or enter button as the vote is automatically recorded. You do however have the ability to change your vote, up until the time I declare voting closed.

Overview of the Scheme Resolution

This meeting has been convened in accordance with orders made by the Supreme Court of Western Australia on 28 February 2022 under section 411(1) of the Corporations Act 2001 for shareholders of Ozgrowth to consider and, if thought fit, pass a resolution approving the proposed scheme of arrangement between Ozgrowth and shareholders, under which it is proposed that WAM Capital Limited (WAM) will acquire all of Ozgrowth's shares on issue. In accordance with the announcement made to the ASX on Monday 4 April 2022 which outlined the revised scheme consideration, WAM will provide scheme consideration equal to the ratio of the seven day volume weighted average price for WAM Capital shares up to and including 31 March 2022 and a 7.5% premium to the pre-tax net tangible assets (NTA) of Ozgrowth on the 31 March 2022.

In accordance with the announcement made to the ASX on Monday 4 April 2022, the estimated scheme consideration was equal to 0.177 new WAM shares for every 1 Ozgrowth share held on the Scheme Record Date being 13 April 2022, other than for ineligible overseas shareholders. Ineligible overseas shareholders are those that do not have a registered address in Australia.

In accordance with the Scheme Implementation Agreement and Scheme Booklet, the final scheme consideration will be released to the ASX no later than 6 April 2022.

Approval of Scheme

The Scheme Meeting will be asked to consider, and if thought fit, to pass (with or without any alterations or conditions agreed or any alterations or conditions required by the Court) the following resolution:

*“That pursuant to and in accordance with section 411 of the Corporations Act, the members agree to the arrangement proposed between Ozgrowth Limited and the holders of its fully paid ordinary shares, designated the **Scheme**, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting (with or without any alterations or conditions agreed or any alterations or conditions required by the Court) and, subject to approval of the Scheme by the Court, the Board of Directors of Ozgrowth Limited is authorised to implement the Scheme with any such alterations or conditions.”*

Position of valid Proxy Votes received as at Proxy Close.

	For	Against	Open-Useable	Abstain
Number of Shares	283,367,652 (99.81%)	310,361 (0.11%)	238,172 (0.08%)	Nil

Poll closed

It appears as though the voting process has been completed.

I therefore declare the poll closed and note that no more votes will be counted toward the resolution proposed at this meeting.

The results of the poll will be released to the Australian Securities Exchange in due course following the conclusion of this meeting.

Meeting closed

I now declare the Scheme Meeting closed and thank you for your attendance and support of Ozgrowth and the proposed merger.

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Disclaimer

Disclaimer & Disclosure

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