

6 April 2022

Results of Scheme Meeting

Ozgrowth Limited (**Ozgrowth** or the **Company**) (ASX: OZG) is pleased to announce that Ozgrowth shareholders have voted in favour of the proposed scheme of arrangement (**Scheme**) under which WAM Capital Limited (**WAM Capital**) (ASX: WAM) has proposed to acquire all the Ozgrowth shares that it does not currently own.

Ozgrowth advises that the resolution to approve the Scheme, as set out in the Notice of Scheme Meeting included in the Scheme Booklet announced on 1 March 2022 was passed by the requisite majorities of Ozgrowth Shareholders at the Scheme Meeting held today pursuant to the Orders made on 28 February 2022 (**Orders**) by the Supreme Court of Western Australia (**Court**) and subsequent adjournment on 4 April 2022.

In accordance with ASX Listing Rule 3.13.2, and section 251AA(2) of the Corporations Act 2001 (Cth), the outcome of the resolution and the poll report received in respect of the resolution put and considered at the Scheme Meeting is attached.

Wilson Asset Management Group members who hold Ozgrowth shares abstained from casting a vote at the Scheme Meeting.

In accordance with the Orders, the resolution was decided by way of a poll.

Next Steps

Ozgrowth advises that the implementation of the Scheme remains subject to approval of the Court and lodgement of Court orders with Australian Securities and Investment Commission (**ASIC**).

Ozgrowth will request that the Court approve the Scheme at a hearing that has been scheduled at 10:00am (WST) on Friday, 8 April 2022.

If the Scheme is approved by the Court, Ozgrowth proposes to lodge the orders of the Court with ASIC as soon as practicable on Monday 11 April 2022 at which point the Scheme will become effective. It is expected that Ozgrowth shares will be suspended from trading on the Australian Securities Exchange (**ASX**) from close of trading on Monday 11 April 2022 and the Scheme will be implemented on Thursday 21 April 2022.

Timetable for Remaining Key Milestones

The expected timetable for remaining key milestones relating to the Scheme is as follows:

Event	Date
Second Court Date for approval of the Scheme	10:00am (WST) 8 April 2022
Lodgement of Court orders with ASIC, Effective Date of the Scheme and last day of trading of Ozgrowth Shares on ASX	11 April 2022
Suspension of trading of Ozgrowth Shares on ASX	Close of trading on 11 April 2022
Commencement of trading of New WAM Capital Shares on ASX on a deferred settlement basis	12 April 2022
Record Date for determining entitlements to the Scheme Consideration ¹	13 April 2022
Implementation Date for the issue of the Scheme Consideration to Scheme Shareholders	21 April 2022
Commencement of trading of New WAM Capital Shares on ASX on a normal settlement basis	22 April 2022
Termination of official quotation of Ozgrowth Shares on ASX	22 April 2022 (or as otherwise determined by ASX)

¹ The Scheme Consideration is subject to rounding for fractional entitlements. Ineligible Overseas Shareholders will not be entitled to receive any New WAM Capital Shares and will instead receive Cash Proceeds from the sale by the Sale Agent of the New WAM Capital Shares which an Ineligible Overseas Shareholder would otherwise have been entitled to receive.

The above dates and times are indicative only and, amongst other things, are subject to the time at which each Scheme Condition is satisfied and the dates on which all necessary Court and regulatory approvals are obtained. Ozgrowth has the right to vary any or all of these dates and times, subject to the approval of such variation by ASX, the Court and WAM Capital, where required.

Any variation to the above dates and times will be announced to ASX (and accordingly, details of any variations will be available on ASX's website (www.asx.com.au)) and will be published on Ozgrowth's website (<https://westozfunds.com.au/ozgrowth-limited/>). All references to time and dates in this announcement are references to Perth times unless otherwise stated.

The exact number of New WAM Capital Shares to be issued to you will not be confirmed until you receive your holding statement following the Implementation Date. It is your responsibility to confirm your holding of New WAM Capital Shares before you trade them to avoid the risk of committing to sell more than will be issued to you.

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LIMITED

Further Information

For further information please contact Anthony Hewett, Company Secretary on 08 9488 1445, Monday to Friday from 7:00am to 3:00pm (Perth time).

This announcement has been approved for release by the Board of Ozgrowth Limited.

Anthony Hewett

Company Secretary

Ozgrowth Limited

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08 9488 1445

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**Ozgrowth Limited
Scheme Meeting
Wednesday, 06 April 2022
Voting Results**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Approve the Scheme of Arrangement	283,367,652 99.81%	310,361 0.11%	238,172 0.08%	0	283,605,824 99.84%	463,009 0.16%	0	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					102 94.44%	6 5.56%	0	

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

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