



11 April 2022

Update on Scheme – Lodgement of Court Orders

Ozgrowth Limited (**Ozgrowth** or the **Company**) (ASX: OZG) is pleased to provide the following update on the status of the proposed scheme of arrangement (**Scheme**) under which WAM Capital Limited (**WAM Capital**) (ASX: WAM) is proposing to acquire all the Ozgrowth shares that it does not currently own.

Ozgrowth wishes to advise that an office copy of the orders (**Orders**) approving the Scheme made by the Supreme Court of Western Australia (**Court**) on 8 April 2022 have been lodged with Australian Securities and Investment Commission (**ASIC**) today. An office copy of the Orders is attached to this announcement.

In accordance with section 411(10) of the Corporations Act (Cth), the Scheme is now legally effective.

Ozgrowth shares will be suspended from trading on the Australian Securities Exchange (**ASX**) at the close of trading today, Monday, 11 April 2022 and the Scheme will be implemented on Thursday, 21 April 2022.

As announced to ASX on 6 April 2022 the final Scheme Consideration will be **0.177¹** WAM Capital shares for each Ozgrowth share held at 3:00pm (Perth time) on the record date for the Scheme (13 April 2022).

Ineligible Overseas Shareholders will receive Cash Proceeds (each as defined in the Scheme Booklet announced to ASX on 1 March 2022) instead of new WAM Capital shares (refer to Sections 14.8 and 14.9 of the Scheme Booklet for further information).

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.

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.

Timetable for Remaining Key Milestones

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

Event	Date
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)

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.

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



IN THE SUPREME COURT OF WESTERN AUSTRALIA

COR/26/2022

BETWEEN:

OZGROWTH LIMITED (ACN 126 450 271)

First Plaintiff

AND

WAM CAPITAL LIMITED

First Interested Party

**ORDERS OF JUSTICE HILL
MADE ON 8 APRIL 2022**

IT IS ORDERED that:

1. Pursuant to section 411(4)(b) and section 411(6) of the Corporations Act 2001 (Cth) (Corporations Act), the scheme of arrangement (Scheme) between the plaintiff and holders of fully paid ordinary shares in the capital of the plaintiff, in the form set out in Annexure ADH-8 (pages 219-238) to the Affidavit of Anthony David Hewett affirmed on 6 April 2022, is approved with the following alteration to the definition of “WAM Capital VWAP” in clause 1.1:
 - (a) deletion of the existing definition of “WAM Capital VWAP”; and
 - (b) replacement of that definition with:

“WAM Capital VWAP means the seven-day volume weighted average price for WAM Capital Shares, for the period of seven consecutive trading days ending on (and including) the Calculation Date.”
2. Pursuant to section 411(12) of the Corporations Act, the plaintiff is exempted from compliance with section 411(11) of the Corporations Act in relation to the Scheme.
3. These orders be entered immediately.
4. The plaintiff lodge an office copy of these orders with the Australian Securities and Investments Commission as soon as practicable after the orders are issued.

BY THE COURT

THE HONOURABLE JUSTICE J HILL