

6 September 2022

ASX and Media Release

MYDEAL SHAREHOLDERS VOTE IN FAVOUR OF SCHEME

MyDeal.com.au Limited (**MyDeal**) (ASX:MYD) is pleased to announce that MyDeal shareholders have today voted in favour of the scheme of arrangement (**Scheme**) between MyDeal and its shareholders, under which Woolworths Group Limited (**Woolworths Group**) (ASX:WOW) will acquire 80.2% of the issued shares in MyDeal. Unless otherwise defined herein, capitalised terms have the meaning given to them in the Scheme Booklet.

Results of the Scheme Meeting and Extraordinary General Meeting (Meetings)

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), MyDeal advises that:

- (a) the resolution to approve the Scheme (**Scheme Resolution**), as set out in the Notice of Scheme Meeting attached to the Scheme Booklet dated 2 August 2022, was passed by the requisite majorities of MyDeal shareholders (other than holders of Excluded Shares) (**Scheme Shareholders**) at the Scheme Meeting held earlier today pursuant to orders made on 2 August 2022 by the Supreme Court of New South Wales (**Court**). In summary:
- 88% of Scheme Shareholders present and voting (either in person or by proxy, attorney or corporate representative) at the Scheme Meeting voted in favour of the Scheme Resolution; and
 - 99.89% of the total number of votes cast by Scheme Shareholders were in favour of the Scheme Resolution.
- (b) the resolution to approve the acquisition by Woolworths Group of a relevant interest in the Excluded Shares under the Put and Call Options (**EGM Resolution**), as set out in the Notice of Extraordinary General Meeting (**EGM**) attached to the Scheme Booklet dated 2 August 2022, was passed by the Scheme Shareholders (other than Key Management Personnel, the KMP Shareholders or any of their respective associates, and Woolworths Group or its associates, who were excluded from voting at the EGM) at the EGM held earlier today.

In summary 99.8% of Scheme Shareholders entitled to vote on the resolution, present and voting (in person or by proxy, attorney or corporate representative) at the EGM voted in favour of the EGM Resolution.

Details of the valid proxies received, and votes cast at the Scheme Meeting and the EGM are as set out in an attachment to this announcement.

Next Steps

MyDeal announced on 12 August 2022 that the parties had received confirmation from the Australian Competition and Consumer Commission that it will not oppose the Scheme.

With the approval of the Scheme Resolution and the EGM Resolution, the primary conditions to the Scheme have now been satisfied, or are anticipated to be satisfied by the date of the Second Court Hearing.

The implementation of the Scheme remains subject to the approval of the Court and the satisfaction or, where capable, waiver of certain other conditions as outlined in the Scheme Booklet.

If the Court approves the Scheme at the Second Court Hearing on 13 September 2022, MyDeal proposes to lodge an office copy of the orders of the Court with the Australian Securities and Investments Commission (ASIC) on 14 September 2022, at which time the Scheme will become effective. In that event, it is currently expected that MyDeal shares will be suspended from trading on the ASX from close of trading on 14 September 2022 and the Scheme will be implemented on 23 September 2022. An indicative timetable of the remaining key dates to implementation of the Scheme is set out below.

Timetable and key dates

The dates set out below are indicative only and, among other things, are subject to the Court approving the Scheme. Any changes to the remainder of the timetable (which may include an earlier or later date for the Second Court Hearing) will be announced through the ASX website (<https://www2.asx.com.au/>) and notified on MyDeal's website <https://investors.mydeal.com.au/site/content/>.

Second Court Date for approval of the Scheme	9.15 a.m. (AEST) on 13 September 2022
Effective Date on which the Scheme comes into effect and is binding on MyDeal Shareholders Court order lodged with ASIC and announced to the ASX Last day of trading in MyDeal Shares on the ASX – MyDeal shares will be suspended from trading on the ASX from close of trading	14 September 2022
Record Date for determining entitlements to Scheme Consideration	7.00 p.m. (AEST) on 16 September 2022
Implementation Date payment of Scheme Consideration to be made to eligible MyDeal Shareholders	23 September 2022

If you have any questions regarding the Scheme or the Meetings or require any further information, please call the Share Registry on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.30 am and 5.30 pm (AEST), Monday to Friday, excluding New South Wales public holidays.

The MyDeal Board will continue to update MyDeal Shareholders for any material developments in relation to the Scheme.

Authorisation

This ASX Announcement has been authorised by the MyDeal Board of Directors.

For more information

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About MyDeal

MyDeal is an online retail marketplace focused on home and lifestyle goods. MyDeal currently has more than 2,049 sellers (of which 1,373 are considered Active Sellers¹ as at 30 June 2022) on its platform with over 6 million product SKUs listed across 2,000 categories (with the number of SKUs available for sale at any time determined by sellers).

<https://investors.mydeal.com.au/site/content>

¹ "Active Sellers" are sellers that have sold products through the platform within the last three months.

MyDeal.com.au Limited
Scheme and Extraordinary General Meeting
Tuesday, 06 September 2022
Results of Meetings

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1. That pursuant to, and in accordance with, section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between the Company and the holders of its fully paid ordinary shares, the terms of which are contained in and more precisely described in the Scheme Booklet, of which the notice convening this meeting forms part, is agreed to (with or without modification or conditions as approved by the Supreme Court of New South Wales) and, subject to approval of the scheme of arrangement by the Court, the Board is authorised to agree to, and implement, the scheme of arrangement with any such alternations or conditions as are thought fit by the Court. - Scheme Meeting	Special	170,397,504 99.80% 140 Holders 70%	185,814 0.11% 24 Holders 12%	149,558 0.09% 35 Holders 18%	66 1 Holder	170,566,062 99.89% 176 Holders 88%	186,914 0.11% 25 Holders 12%	66 1 Holder	Carried
2. That, for the purposes of item 7 of section 611 of the Corporations Act and for all other purposes, approval is given for the acquisition by Woolworths Group of a relevant interest in the Excluded Shares, on the terms and conditions of the Put and Call Options described in the Scheme Booklet accompanying this Notice of Meeting. - Extraordinary General Meeting	Ordinary	91,291,408 99.61%	184,495 0.20%	168,418 0.18%	79,088,621	91,478,826 99.80%	184,495 0.20%	79,088,621	Carried

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