For personal use only

SG Fleet Group
Integrated Mobility

ASX Announcement

Implementation of Scheme of Arrangement

30 April 2025

SG Fleet Group Limited (ASX: SGF) (**SG Fleet**) is pleased to announce that the acquisition by Westmann Bidco Pty Limited (**Bidco**), an entity owned and controlled by funds managed or advised by Pacific Equity Partners Pty Limited, of all the shares in SG Fleet by way of scheme of arrangement (**Scheme**) was implemented today.

Unless otherwise indicated, capitalised terms used in this announcement have the meaning given to them in the Scheme Booklet in relation to the Scheme dated 21 February 2025.

Payment of Scheme Consideration

Bidco now holds all of the ordinary shares in SG Fleet.

SG Fleet Shareholders (other than the Relevant Management Shareholders to the extent they have made a valid Election to receive the Scheme Consideration in the form of Scrip Consideration in respect of some or all of their Scheme Shares, as described below) have been sent an amount of $3.50 per SG Fleet Share in respect of each SG Fleet Share held on the Scheme Record Date (being 7.00pm (Sydney time) on Wednesday, 23 April 2025).

Relevant Management Shareholders who have made valid Elections to receive the Scheme Consideration in the form of Scrip Consideration in respect of some or all of their Scheme Shares will be issued 3.5 Topco Shares for each of those Scheme Shares, subject to rounding.

Pursuant to the nominee structure provided for in the Scheme Booklet, the Relevant Management Shareholders who have received Scrip Consideration, who are not Key Managers, will hold their title to Topco Shares through Pacific Custodians Pty Limited on bare trust for the Relevant Management Shareholders.

Changes to Directors

With effect from the Implementation of the Scheme, Andrew Reitzer, Cheryl Bart, Edwin Jankelowitz, Louis Gunning and Peter Mountford have resigned as directors of SG Fleet.

Delisting of SG Fleet

As previously announced, trading in SG Fleet Shares on the ASX was suspended at the close of trading on Wednesday, 16 April 2025. SG Fleet intends to apply for its removal from the official list of the ASX with effect from close of trading tomorrow (being Thursday, 1 May 2025).

Further information

If you have any further questions in relation to the Scheme or the Scheme Booklet, please contact the Shareholder Information Line on (02) 8016 2858 Monday to Friday (excluding public holidays) between 8.30am and 5.30pm (Sydney time).

This announcement was authorised for release by Tawanda Mutengwa, Company Secretary of SG Fleet Group Limited.

Yves Noldus
Corporate Services & Investor Relations Executive
SG Fleet Group Limited
Tel: 02 9494 1095 / 0401 416 686

SG Fleet Group Limited
Level 2, Building 3, 20 Bridge Street
Pymble, Sydney, NSW 2073 Australia
Locked Bag 1003, Gordon, NSW 2072 Australia

For personal use only