

ASX Market Release

22 December 2022

SCHEME MEETING – LETTER TO SHAREHOLDERS

PropTech Group Limited (ASX:PTG) (**PropTech Group**) refers to the announcement made on 19 December 2022 that the Federal Court of Australia has made orders approving the convening of a meeting of PropTech Group shareholders (**Scheme Meeting**) to consider and vote on the proposed acquisition of PropTech Group by Rockend Technology Pty Limited, a wholly owned subsidiary of MRI Software LLC, by way of scheme of arrangement (**Scheme**).

A copy of the explanatory statement (**Scheme Booklet**) in connection with the Scheme was also released to the ASX on 19 December 2022. The Scheme Booklet is available for viewing and downloading at: <https://resources.proptechgroup.io/scheme-meeting>

Dispatch of Scheme Booklet

PropTech Group is pleased to announce that the attached letter, along with an accompanying personalised proxy form for the Scheme Meeting, has been dispatched today by post to PropTech Group Shareholders who have not made an election on how to receive communications from PropTech Group. The letter contains details on where the Scheme Booklet can be viewed and downloaded, along with information about the Scheme and instructions on how to lodge proxies.

An email containing similar information has also been dispatched to PropTech Group Shareholders who have previously elected to receive communications electronically to their nominated email address.

Those PropTech Group Shareholders who have previously elected to receive communications via post have been dispatched a hard copy of the Scheme Booklet via post, enclosing a proxy form for the Scheme Meeting.

Independent Expert's Report and Directors' recommendation

The Scheme Booklet includes a copy of the independent expert's report prepared by BDO Corporate Finance (East Coast) Pty Ltd (**Independent Expert**), which has concluded the Scheme is fair and reasonable and in the best interests of PropTech Group Shareholders.

The Directors of PropTech Group continue to unanimously recommend that PropTech Group Shareholders vote in favour of the Scheme at the Scheme Meeting, in the absence of a Superior Proposal (as that term is defined in the Scheme Implementation Deed) and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of PropTech Group Shareholders.

Subject to those same qualifications, each member of the PropTech Group Board intends to vote, or procure the voting of, all PropTech Group Shares held or controlled by them in favour of the Scheme at the Scheme Meeting. The Scheme Booklet also discloses benefits of the Scheme to PropTech Group Directors.

Details of Scheme Meeting

The Scheme Meeting, at which PropTech Group Shareholders will vote on the proposed Scheme, is expected to be held at 11:00am (AEDT) on Tuesday 7 February 2023.

PropTech Group Shareholders will be able to attend the Scheme Meeting in person at the offices of RSM Australia, Level 21, 55 Collins Street, Melbourne VIC 3000.

Further information

PropTech Group Shareholders should carefully read the Scheme Booklet in its entirety, before deciding whether to vote in favour of the Scheme.

If after reading the Scheme Booklet you have any questions about the Scheme or the Scheme Booklet, please contact the PropTech Group Shareholder Information Line on 1300 737 760 (within Australia), or + 61 2 9290 9600 (outside Australia), between 8.15am and 5.30pm, Monday to Friday (excluding public holidays in Australia).

ENDS

This announcement has been authorised by the PropTech Group Board.

Contact Details

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About the PropTech Group

The PropTech Group provides the software that real estate agents use all day, every day in Australia, New Zealand, and the United Kingdom. Its products are used by 43% of the real estate agents in Australia and New Zealand and facilitate ~51% of real estate sales in those countries. The best real estate agents use PropTech Group apps, including Ray White and Raine & Horne in Australia and Century 21 in the United Kingdom.

16 December 2022

Scheme Booklet and Scheme Meeting

Important information for PropTech Group Shareholders

Dear PropTech Group Shareholder:

As announced by PropTech Group Limited (**PropTech Group**) to the ASX, the Federal Court of Australia has ordered that PropTech Group convene a meeting (**Scheme Meeting**) of all PropTech Group Shareholders to consider and vote on a scheme of arrangement for the proposed acquisition of PropTech Group by Rockend Technology Pty Limited, an entity owned by MRI Software LLC, a Delaware limited liability company (**Scheme**).

PropTech Group is pleased to provide you with a copy of the scheme booklet in connection with the Scheme (**Scheme Booklet**), which contains important information for your consideration about the Scheme and the Notice of Meeting. You should read the Scheme Booklet in full before you decide whether or not to vote in favour of the Scheme.

To view the Scheme Booklet (which includes the Notice of Meeting), please use the following link:

<https://resources.proptechgroup.io/scheme-meeting>

In accordance with Part 1.2AA of the *Corporations Act* 2001, PropTech Group will only dispatch hard copies of the of the Scheme Booklet and the Notice of Meeting to Shareholders who have made an election to receive notices in physical form. However, if you would like to obtain a hard copy of the Scheme Booklet, please contact the PropTech Group Shareholder Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.15am and 5.30pm Monday to Friday. There is no charge for requesting paper copies.

Capitalised terms used but not defined in this letter have the defined meanings set out in the Scheme Booklet, unless the context otherwise requires.

If you have nominated an email address and have elected to receive electronic communications from PropTech Group, you will receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

Scheme Meeting Details

The Scheme Meeting will be held at:

Date: Tuesday 7 February 2023

Time: 11:00am

Place: RSM Australia, Level 21, 55 Collins Street, Melbourne VIC 3000

All PropTech Group Shareholders registered on the PropTech Group share register as at 7.00pm (Sydney time) on Sunday 5 February 2023 will be eligible to vote at the Scheme Meeting.

Further information on how to participate at the Scheme Meeting is set out in the Notice of Meeting and in the Scheme Booklet.

The Scheme Booklet is available electronically for viewing and downloading at <https://resources.proptechgroup.io/scheme-meeting>.

Appointing a proxy to vote on the Scheme Resolution

A copy of your personalised proxy form is enclosed for your convenience. You can submit your proxy in accordance with the instructions set out on the form.

Shareholders who are unable to join us at the Scheme Meeting are encouraged to appoint a proxy to attend and vote on their behalf. Even if you plan to attend the Scheme Meeting, you are still encouraged to submit a directed proxy in advance of the Scheme Meeting so that your votes can still be counted if, for any reason, you cannot attend.

How to submit your vote in advance of the Scheme Meeting

To be valid, your proxy form (and any power of attorney under which it is signed) must be received by the Share Registry office by 11.00am (Melbourne time) on Sunday 5 February 2023 (or, if the Scheme Meeting is adjourned or postponed, no later than 48 hours before the resumption of the meeting in relation to the resumed part of the meeting or the time to which the Scheme Meeting is postponed).

Alternatively, PropTech Group has provided the option of appointing a proxy online. To appoint a proxy online, please see the details below.

Returning your proxy:

Online: <https://www.votingonline.com.au/ptgscheme>

By facsimile: +61 2 9290 9655

By mail: Boardroom Pty Limited, GPO Box 3993, SYDNEY NSW 2001

By delivery: Boardroom Pty Limited, Level 8, 210 George Street, SYDNEY, NSW, 2000

Further directions for the proper completion of proxy forms are printed on the proxy form.

Voting on the Scheme Resolution will be conducted by way of a poll.

For more information, please refer to the Scheme Booklet. If you have any questions, please contact the PropTech Group Shareholder Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.15am and 5.30pm Monday to Friday.

Yours sincerely,



Simon Baker

Chairman

PropTech Group Limited

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (Melbourne Time) on Sunday, 5 February 2023.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/ptgscheme>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Scheme Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Scheme Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the Scheme Meeting, the Chair of the Scheme Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the Scheme Meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite the item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the Scheme Meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: where the holding is in one name, this form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. If you have not already done so, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the Scheme Meeting, therefore by **11:00am (Melbourne Time) on Sunday, 5 February 2023.** Any Proxy Form received after that time will not be valid for the scheduled Scheme Meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/ptgscheme>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street,
Sydney NSW 2000 Australia

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of PropTech Group Limited (**Company**) and entitled to attend and vote hereby appoint:

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the **Chair of the Scheme Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Scheme Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Scheme Meeting as my/our proxy at the Scheme Meeting of the Company to be held **at the offices of RSM Australia, Level 21, 55 Collins Street, Melbourne VIC 3000 on Tuesday 7 February 2023 at 11:00am (Melbourne Time)** and at any adjournment of the Scheme Meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

I/we have appointed the Chair of the Scheme Meeting as my/our proxy or if the Chair of the Scheme Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of the Scheme Resolution, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution.

The Chair of the Scheme Meeting intends to vote all undirected proxies in favour of the Scheme Resolution in the absence of a Superior Proposal and the Independent Expert continuing to conclude that the Scheme is in the best interests of the Company's shareholders, where authorised to do so. If you wish to appoint the Chair of the Scheme Meeting as your proxy with a direction to vote against, or to abstain from voting on a resolution, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

Scheme Resolution.

That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth):

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- (a) the scheme of arrangement proposed between PropTech Group Limited and the holders of its ordinary shares, the terms of which are contained in and more particularly described in the Scheme Booklet (of which *this Notice of Meeting forms part*) is agreed to (*with or without any modifications, alterations or conditions agreed in writing between PropTech Group and BidCo and approved by the Court or any modifications, alterations or conditions as thought just by the Court to which PropTech Group and BidCo agree in writing*); and
- (b) the directors of PropTech Group are authorised, subject to the terms of the Scheme Implementation Deed:
- (1) to agree to any modifications, alterations or conditions with BidCo;
 - (2) to agree to any modifications, alterations or conditions as are thought just by the Court; and
 - (3) subject to approval of the Scheme by the Court, to implement the Scheme with any such modifications, *alterations or conditions*.

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023