

15 August 2023

## ASX Announcement (ALO)

### Alloggio's Shareholders vote in favour of Scheme of Arrangement

Alloggio Group Limited (**ASX:ALO** or **Alloggio**) announces that Alloggio's Shareholders have today voted in favour of the proposed acquisition of 100% of ALO by ALO Bidco Pty Ltd, Next Capital Pty Limited's nominee, by way of a scheme of arrangement (**Scheme**).

#### Results of the Scheme Meetings

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), Alloggio advises that the resolutions to approve the Scheme (**Scheme Resolution**), as set out in each of the Notice of Meetings included in the Scheme Booklet dated 7 July 2023, were passed by the requisite majorities of Alloggio's Shareholders at the Scheme Meetings held earlier today pursuant to orders made on 7 July 2023 by the Federal Court of Australia (**Court**).

In summary:

- General Scheme Meeting:
  - 97.35% of General ALO Shareholders present and voting (in person or by proxy, attorney or corporate representative) voted in favour of the Scheme Resolution; and
  - 99.92% of the votes cast by General ALO Shareholders present and voting (in person or by proxy, attorney or corporate representative) were in favour of the Scheme Resolution;
- Founding Shareholders Scheme Meeting:
  - 100% of Founder Shareholders present and voting (in person or by proxy, attorney or corporate representative) voted in favour of the Scheme Resolution; and
  - 100% of the votes cast by Founding Shareholders present and voting (in person or by proxy, attorney or corporate representative) were in favour of the Scheme Resolution.



Details of the valid proxies received and votes cast at the General Scheme Meeting and the Founding Shareholders Scheme Meeting are set out in an attachment to this announcement.

## Next steps

The Scheme remains subject to the approval of the Court at the hearing scheduled for 10:15am (Sydney time) on 28 August 2023, and certain other customary conditions precedent as previously announced and described in the Scheme Booklet.

If the outstanding conditions precedent are satisfied or waived (if applicable) prior to the hearing, and the Court approves the Scheme, Alloggio proposes to lodge an office copy of the orders of the Court with the Australian Securities and Investments Commission (**ASIC**) on the same day (28 August 2023), at which time the Scheme will become legally effective. It is then expected that:

- Alloggio will apply for its shares to be suspended from trading on the ASX from close of trading on 28 August 2023; and
- the Scheme will then be implemented on 6 September 2023, at which time the Scheme Consideration will be paid to ALO Shareholders.

The key dates for implementation of the Scheme are set out below:

Event	Date and Time
<b>Second Court Date</b> to seek Court orders approving the Scheme	28 August 2023 at 10:15am
<b>Effective Date</b> The date on which the Scheme becomes Effective and is binding on Alloggio Shareholders	28 August 2023
<b>Scheme Record Date</b> Time and date for determining entitlements to Scheme Consideration	30 August 2023 at 7:00pm



Event	Date and Time
<b>Implementation Date</b> The date on which the Scheme will be implemented and Scheme Consideration will be paid	6 September 2023

Please note that all of the above times and dates are indicative only and subject to change. Alloggio may vary any or all of these times and dates. Further, certain times and dates are conditional on the conditions precedent to the Scheme, including approval of the Scheme by the Court, being satisfied or waived (as applicable). Any changes will be announced by Alloggio to the ASX.

*This announcement was authorised for release by the Board of Directors of Alloggio.*

## Contacts

If you have any questions in relation to the Scheme or the Scheme Booklet, please contact the Alloggio Shareholder Information Line on 1300 441 599 (within Australia) or +61 2 9068 1327 (outside Australia), Monday to Friday (excluding public or bank holidays in Sydney, Australia) between 9.00am and 5.00pm AEST (Sydney, Melbourne).

Michael Potts - Company Secretary  
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**Alloggio Group Limited  
General Scheme Meeting  
Tuesday, 15 August 2023  
Voting Results**

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, the Scheme (the terms of which are contained in and more particularly described in the Scheme Booklet of which this Notice of General Scheme Meeting forms part), is approved (with or without modifications, alterations or conditions as approved by the Court to which Alloggio and Bidder agree in writing) and the Alloggio Board is authorised, subject to the terms of the Scheme Implementation Deed, to (a) agree to any such modifications, alterations or conditions, and (b) subject to approval of the Scheme by the Court, implement the Scheme with any such modifications, alterations or conditions.	Special	91,409,662 99.66%	70,000 0.08%	243,042 0.26%	0	91,678,239 99.92%	70,000 0.08%	0	Carried
* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.						<b>Number of shareholders voting on the poll (where applicable)</b>			
						<b>For</b>	<b>Against</b>	<b>Abstain*</b>	
						147 97.35%	4 2.65%	0 0%	

**Alloggio Group Limited**  
**Founding Shareholders Scheme Meeting**  
**Tuesday, 15 August 2023**  
**Voting Results**

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, the Scheme (the terms of which are contained in and more particularly described in the Scheme Booklet of which this Notice of General Scheme Meeting forms part), is approved (with or without modifications, alterations or conditions as approved by the Court to which Alloggio and Bidder agree in writing) and the Alloggio Board is authorised, subject to the terms of the Scheme Implementation Deed, to (a) agree to any such modifications, alterations or conditions, and (b) subject to approval of the Scheme by the Court, implement the Scheme with any such modifications, alterations or conditions.	Special	57,870,800 100.00%	0 0%	0 0%	0	57,870,800 100.00%	0 0%	0	Carried
* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.						<b>Number of shareholders voting on the poll (where applicable)</b>			
						<b>For</b>	<b>Against</b>	<b>Abstain*</b>	
						3 100%	0	0	