

Scheme of Arrangement Becomes legally Effective and Suspension of Trading on ASX

16 April 2025

SG Fleet Group Limited (ASX: SGF) (**SG Fleet**) refers to its announcement made on Tuesday, 15 April 2025 and confirms that it has lodged with the Australian Securities and Investments Commission (**ASIC**) an office copy of the orders made by the Supreme Court of New South Wales (**Court**) approving the scheme of arrangement under which Westmann Bidco Pty Limited, an entity owned and controlled by funds managed or advised by Pacific Equity Partners Pty Limited, will acquire all of the shares in SG Fleet (**Scheme**).

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.

Lodgement of Court Orders and Suspension of Trading

An office copy of the Court orders lodged with ASIC is attached to this Announcement as **Annexure A**.

The Scheme is now legally effective, and it is expected that trading in SG Fleet Shares on the ASX will be suspended from the close of trading today (Wednesday, 16 April 2025).

Payment of Scheme Consideration

It is expected that implementation of the Scheme will occur on Wednesday, 30 April 2025 and SG Fleet Shareholders will be issued the Scheme Consideration on that date in respect of each SG Fleet Share held on the Scheme Record Date (being 7.00pm (Sydney time) on Wednesday, 23 April 2025) (**Scheme Share**).

SG Fleet Shareholders (other than 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) will receive an amount of \$3.50 in cash per SG Fleet Share.

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 receive 3.5 Topco Shares for each of those Scheme Shares, subject to rounding.

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

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SG Fleet Group Limited

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Issued: 15 April 2025 10:09 AM

JUDGMENT/ORDER**COURT DETAILS**

Court	Supreme Court of NSW
Division	Equity
List	Corporations List
Registry	Supreme Court Sydney
Case number	2025/00038376

TITLE OF PROCEEDINGS

First Plaintiff	SG FLEET GROUP LIMITED ACN 167554574
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First

DATE OF JUDGMENT/ORDER

Date made or given	15 April 2025
Date entered	15 April 2025

TERMS OF JUDGMENT/ORDER**VERDICT, ORDER OR DIRECTION:**

Black J grants leave for bidder to appear under r 2.13 of the Supreme Court (Corporations Rules)

Hearing of Originating Process filed 30 January 2025. Second Court hearing.

Affidavits read. Exhibits marked.

Black J makes orders in accordance with Short Minutes of Order initialled by him and placed in the file.

THE COURT ORDERS THAT:

1 Pursuant to sections 411(4)(b) of the Corporations Act 2001 (Cth) (the Act), the scheme of arrangement between SG Fleet Group Limited (ACN 167 554 574) (SG Fleet) and holders of fully paid ordinary shares in SG Fleet who are Scheme Shareholders as defined in the Scheme Booklet (a copy of which is Exhibit 1 in this proceeding) is hereby approved.

2 Pursuant to section 411(12) of the Act, SG Fleet be exempted from compliance with section 411(11) of the Act in relation to the Scheme.

3 These orders be entered forthwith

SEAL AND SIGNATURE



Signature Rebel Kenna
Capacity Principal Registrar
Date 15 April 2025

If this document was issued by means of the Electronic Case Management System (ECM), pursuant to Part 3 of the Uniform Civil Procedure Rules (UCPR), this document is taken to have been signed if the person's name is printed where his or her signature would otherwise appear.

PERSON PROVIDING DOCUMENT FOR SEALING UNDER UCPR 36.12

Name SG FLEET GROUP LIMITED, Plaintiff 1

Legal representative Alexandra Whitby
Legal representative reference
Telephone 02 9263 4372

FURTHER DETAILS ABOUT Plaintiff(s)

First Plaintiff
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ACN 167554574
Address Gilbert + Tobin Office 200 Level 35
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Telephone
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E-mail
Client reference

Legal representative

Name Alexandra Whitby
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FURTHER DETAILS ABOUT (s)