

6 May 2021

Court approves convening of Scheme Meeting on 10 June 2021

Mortgage Choice Limited (ASX: MOC) (**Mortgage Choice**) is pleased to announce the Supreme Court of New South Wales (**Court**) has today made orders approving the convening of a meeting of Mortgage Choice shareholders (**Scheme Meeting**) to consider a vote on the proposed acquisition of Mortgage Choice by REA Financial Services Holding Co. Pty Ltd, a wholly owned subsidiary of REA Group Ltd (ASX: REA), by way of a scheme of arrangement (**Scheme**).

Scheme Meeting

In light of the ongoing COVID-19 pandemic, the Scheme Meeting will be a hybrid meeting facilitating in person and online participation. The Scheme Meeting will be held at the offices of Mortgage Choice at Level 10, 100 Pacific Highway, North Sydney NSW 2060, and via Mortgage Choice's online meeting platform at <https://agmlive.link/MOCSM21>, at 10.00 am (Sydney time) on Thursday, 10 June 2021.

All Mortgage Choice shareholders are encouraged to vote either by attending the Scheme Meeting in person or via Mortgage Choice's online meeting platform, or appointing a proxy, attorney or body corporate representative to attend the Scheme Meeting and vote on their behalf.

Mortgage Choice Shareholders should note the protocols for attendance in person at the Scheme Meeting may change at short notice in response to developments relating to the ongoing COVID-19 pandemic. Any change will be announced by Mortgage Choice to shareholders via the ASX.

For those Mortgage Choice shareholders who intend to attend and vote at the Scheme Meeting via Mortgage Choice's online meeting platform, the Virtual Meeting Online Guide provides details about how to ensure your internet browser is compatible with the Scheme Meeting online platform, as well as a step-by-step guide to successfully login and navigate the virtual Scheme Meeting.

The Virtual Meeting Online Guide will be available for viewing and downloading at <https://www.mortgagechoice.com.au/media/4485094/moc-online-meeting-guide-2.pdf> and is appended to this ASX release.

Scheme Booklet

The Court today also made orders approving the dispatch of an explanatory statement containing information relating to the Scheme, including the notice convening the Scheme Meeting and an independent expert's report (together, the **Scheme Booklet**).

The Scheme Booklet, which will contain further information about the Scheme and the Scheme Meeting, will be released in a further announcement following the registration of the Scheme Booklet with the Australian Securities and Investments Commission.

The Scheme Booklet is expected to be released to the ASX on 7 May 2021 and sent to Mortgage Choice shareholders on or around 11 May 2021.

An electronic version of the Scheme Booklet will also be available for viewing and downloading at <https://www.mortgagechoice.com.au/media/4485140/mortgage-choice-scheme-booklet-web.pdf>.

Mortgage Choice shareholders who have elected to receive communications electronically will receive an email which contains instructions about how to view or download a copy of the Scheme Booklet and lodge a proxy form online. Mortgage Choice shareholders who have not elected to receive communications electronically will be mailed a letter which contains these instructions along with a hard copy proxy form for the Scheme Meeting and a reply-paid envelope.

Independent Expert's conclusion

The Scheme Booklet includes an independent expert's report (**Independent Expert's Report**) from Grant Thornton Corporate Finance Pty Ltd (**Independent Expert**) which concludes the Scheme is fair and reasonable and is in the best interests of Mortgage Choice shareholders, in the absence of a superior proposal.

The Independent Expert has assessed the value of a Mortgage Choice share to be in the range of \$1.66 to \$1.97 on a control basis. The Scheme Consideration (as defined in the Scheme Booklet) of \$1.95 per Mortgage Choice share accordingly falls within (and is at the upper end of) the Independent Expert's assessed valuation range.

The Independent Expert's conclusions should be read in context with the full Independent Expert's Report and the Scheme Booklet.

Directors' recommendation

The Mortgage Choice board of directors continues to unanimously recommend Mortgage Choice shareholders vote in favour of the Scheme, in the absence of a superior proposal and subject to the Independent Expert continuing to conclude the Scheme is in the best interests of Mortgage Choice shareholders.

Subject to those same qualifications, each of the Mortgage Choice directors intends to vote, or procure the vote of, all Mortgage Choice shares held or controlled by them in favour of the Scheme.

Further information

Once received, Mortgage Choice encourages shareholders to read the Scheme Booklet in its entirety before deciding whether or not to vote in favour of the Scheme at the Scheme Meeting. Mortgage Choice also encourages shareholders to note indicative dates as set out in the Scheme Booklet.

For further information in relation to the Scheme Booklet or the Scheme, please contact the Mortgage Choice Shareholder Information line on 1300 034 141 (within Australia) or +61 03 9415 4816 (outside Australia) between 8.30 am and 5.00 pm (Sydney time) on Monday to Friday, excluding public holidays.

The release of this announcement was authorised by Scott Stierli, Company Secretary.

For further information, please contact:

Matthew Gregorowski

Citadel-MAGNUS

+61 422 534 755

mgregorowski@citadelmagnus.com

Emma Dupont-Brown

Mortgage Choice Corporate Communications

+61 422 219 833

emma.dupont-brown@mortgagechoice.com.au

Important information

This article is for general information purposes only. It has been prepared without considering your objectives, financial situation or needs. You should, before acting on the advice, consider its appropriateness to your circumstances.

About Mortgage Choice

Mortgage Choice is an ASX listed company that seeks to help Australians with all of their financial needs.

Established in 1992, Mortgage Choice was originally established to help Australians improve their financial situation by offering a choice of home loan providers, coupled with the expert advice of a mortgage professional. Since that time, the company has grown and developed into a fully-fledged financial services provider.

Today, Mortgage Choice helps customers source car loans, personal loans, credit cards, commercial loans, asset finance, deposit bonds, and risk and general insurance.

Further, the company offers Australians access to real, relevant and affordable financial advice through our qualified financial advisers.

Mortgage Choice has no balance sheet or funding risk, and consistently delivers strong profits and attractive yields. It listed on the ASX in 2004 (MOC) and is a member of the Mortgage & Finance Association of Australia (MFAA).

Mortgage Choice holds an Australian Credit Licence: no. 382869 and FinChoice Pty Limited holds an Australian Financial Services Licence: no. 422854. Both licences are issued by ASIC.

Visit www.mortgagechoice.com.au or call customer service on 13 77 62.

Virtual Meeting Online Guide

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. You can easily check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 “Mavericks” & OS X v10.10 “Yosemite” and after
- Internet Explorer 9 and up (please note Internet Explorer 8 is not supported)

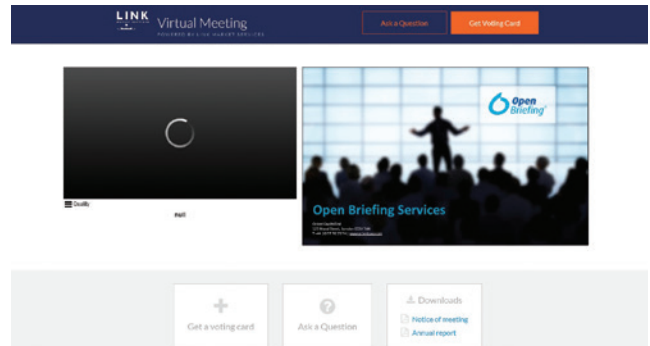
The virtual meeting is viewable from desktops and laptops. To attend and vote at the virtual Meeting you must have:

- ASX registered holders: Shareholder number and postcode

If you are an appointed proxy you will need your proxy number which will be provided by Link Market Services prior to the meeting. **Please make sure you have this information before proceeding.**

Step 1

Open your web browser and go to <https://agmlive.link/MOCSM21> and select the relevant meeting.



Step 2

Login to the portal using your full name, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **‘Register and Watch Meeting’** button. Once you have logged in you will see:

- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting.

Note: After you have logged in we recommend that you keep your browser open for the duration of the meeting. If you close your browser, your session will expire. If you attempt to log in again, you will be sent a recovery link via email for security purposes.



Navigating

At the bottom of the webpage under the webcast and presentation there are three boxes. Refer to each section below for operating instructions.

- 1 Get a voting card
- 2 Ask a Question
- 3 Downloads



Get a voting card



Ask a Question

Downloads
Notice of meeting
Annual report

1. Get a voting card

To register to vote - click on the 'Get a voting card' box at the top of the webpage or below the videos.

Get Voting Card



Get a voting card

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

Outside Australia

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND VOTE

If you are an individual or joint Shareholder you will need to register and provide validation by entering your details in the top section:

- **ASX registered holders:** Shareholder number and postcode

If you are an appointed Proxy, please enter the Proxy Number issued to you by Link Market Services in the PROXY DETAILS section. Once you have entered your appropriate details click the blue **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by Shareholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to scroll up or down to view all resolutions.

Shareholders and proxies can either submit a Full Vote or a Partial Vote. You can move between the two tabs by clicking on **'Full Vote'** or **'Partial Vote'** at the top of the voting card.

Virtual Meeting Online Guide

continued

The screenshot shows a web application for ABC COMPANY PTY LTD with a user ID of X123456789. The 'Voting Card' section contains instructions for voting. Below the instructions are two tabs: 'Full Vote' (selected) and 'Partial Vote'. The card lists four resolutions, each with 'For', 'Against', and 'Abstain' buttons. Resolution 2B is 'RE-ELECTION OF MR. ABC AS A DIRECTOR', Resolution 2C is 'RE-ELECTION OF MS XYZ AS A DIRECTOR', Resolution 3 is 'INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT', and Resolution 4 is 'ADOPTION OF REMUNERATION REPORT'. At the bottom is a large orange 'SUBMIT VOTE' button.

Resolution	For	Against	Abstain
Resolution 2B RE-ELECTION OF MR. ABC AS A DIRECTOR	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2C RE-ELECTION OF MS XYZ AS A DIRECTOR	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 ADOPTION OF REMUNERATION REPORT	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes you would like to vote (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes in a certain box it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click the blue **'Cast Vote'** or **'Cast Partial Vote'** button.

Note: You are able to close your voting card during the meeting without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

If at any point you have submitted your voting card and wish to make a change while voting is still open you can do so by clicking the **'Edit Card'** button and making the required change. Once you have completed your card select the blue **'Cast Vote'** or **'Cast Partial Vote'** button.

The voting card remains editable until the voting is closed at the conclusion of the Meeting. Once voting has been closed all voting cards, submitted and un-submitted, will automatically be submitted and cannot be changed.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time available to shareholders. Please make any changes required to your voting cards at this point and submit your voting cards.

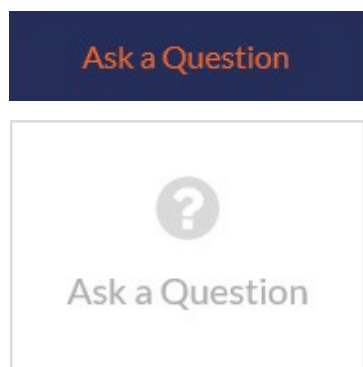
If an additional resolution is proposed during the meeting, there will be a short delay while the resolution is added to the voting card. Once the resolution has been added you will be notified by the Chairman during the meeting. In order to vote on the extra resolution you will need to reopen your voting card to cast your vote by clicking the **'Edit Card'** button.

Note: Registration for the Meeting and voting opens one hour before the meeting begins.

2. How to ask a question

Note: Only shareholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. If you would like to ask a question, click on the 'Ask a Question' box either at the top or bottom of the webpage.



The 'Ask a Question' box will then pop up with two sections for completion.

Ask a Question

We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.

Regarding General Business

Question

Type your question here...

Submit Question

In the '**Regarding**' section click on the drop down arrow and select one of the following categories:

- General Business
- Resolution 1
- Resolution 2
- Resolution 3
- Resolution 4
- Resolution 5
- Resolution 6

After you have selected your question category, click in the '**Question**' section and type your question.

When you are ready to submit your question - click the blue '**Submit Question**' button. This will send the question to the Management/Board.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

Once you have asked a question a '**View Questions**' box will appear.

At any point you can click on '**View Questions**' and see all the questions you have submitted. Only you can see the questions you have asked.

Note: You can submit your questions by this method one hour before the meeting begins, if you have registered to vote. You can continue to submit questions up until the close of voting.

If your question has been answered and you would like to exercise your right of reply, you can do so by submitting another question.

View questions

Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.

Question 1

General Business

When will you be holding your next AGM?

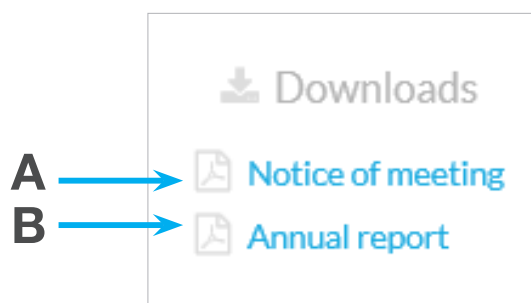
SUBMIT ANOTHER QUESTION

Virtual Meeting Online Guide

continued

3. Downloads

If you would like to see the Notice of Meeting or the Annual Report you can do so here.



- To download the Notice of Meeting – click A
- To download the Annual Report – click B

When you click on these links the file will open in another tab in your browser.

Voting closing

Voting will close 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not yet submitted your vote at this point, you will be required to do so now.

At the close of the meeting any votes you have placed will automatically be submitted.



Contact us

Australia

T 1300 554 474

E info@linkmarketservices.com.au

New Zealand

T +64 9 375 5998

E enquiries@linkmarketservices.co.nz