

**Notice of Second Court Hearing to Approve the Proposed Scheme of Arrangement**

**8 April 2025**

SG Fleet Group Limited (ASX: SGF) (**SG Fleet**) refers to its announcement on 20 February 2025 in relation to:

- the proposed scheme of arrangement under which it is proposed that Westmann Bidco Pty Limited (**Bidco**) will acquire 100% of the shares in SG Fleet (**Scheme**), subject to all applicable conditions being satisfied or waived (as applicable), and
- the orders made by the Supreme Court of New South Wales that SG Fleet convene the following two meetings of SG Fleet shareholders to consider and vote on the resolutions to approve the Scheme:
  - a meeting of general SG Fleet shareholders, being all SG Fleet shareholders other than the Relevant Management Shareholders (as defined below) (**General Scheme Meeting**), and
  - a separate meeting comprising SG Fleet shareholders who are select members of SG Fleet management (the **Relevant Management Shareholders**) (the **Relevant Management Shareholders Scheme Meeting**),

(together, the **Scheme Meetings**) and approving the despatch of an explanatory statement providing information about the Scheme and the notice of each Scheme Meeting (**Scheme Booklet**) to SG Fleet shareholders.

The General Scheme Meeting is expected to be held at 3.00pm (Sydney time) on 8 April 2025, and the Relevant Management Shareholder Scheme Meeting is expected to be held immediately after, at 4.00pm (Sydney time) on 8 April 2025.

Subject to SG Fleet shareholders approving the Scheme by the requisite majorities at the Scheme Meetings, the Court hearing to approve the Scheme (**Second Court Hearing**) is scheduled to take place at 9.15am (Sydney time) on Tuesday, 15 April 2025 at the Supreme Court of New South Wales, 184 Philip St, Sydney NSW 2000.

Any SG Fleet shareholder has a right to appear and be heard at the Second Court Hearing and may oppose the approval of the Scheme.

If a SG Fleet shareholder wishes to oppose the approval of the Scheme, they must file with the Court and serve on SG Fleet a notice of appearance in the prescribed form, together with any affidavit on

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which they wish to rely at the hearing. The notice of appearance and affidavit must be served on SG Fleet at its address for service at least 1 day before the Second Court Hearing.

SG Fleet's address for service is c/- Gilbert + Tobin, Level 35, Tower Two, International Towers Sydney, 200 Barangaroo Avenue, Sydney NSW 2000 (Attention: Alexandra Whitby).

### **SG Fleet Board recommendation**

The SG Fleet Directors unanimously recommend that SG Fleet Shareholders vote in favour of the Scheme, in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of SG Fleet Shareholders.<sup>1</sup>

Subject to the same qualifications, each SG Fleet Director has stated that he or she intends to vote in favour of the Scheme (in the case of all SG Fleet Directors who hold SG Fleet Shares (other than Robbie Blau and Kevin Wundram) at the General Scheme Meeting and, in the case of Robbie Blau and Kevin Wundram, at the Relevant Management Shareholder Scheme Meeting) in respect of all SG Fleet Shares controlled or held by them, or on their behalf.

When considering the recommendation of SG Fleet Directors, SG Fleet Shareholders should have regard to the interests of SG Fleet Directors, which are set out in detail in the Chairman's Letter, sections 2.2 and 11.1 of the Scheme Booklet.

### **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.

### **For further information, please contact:**

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<sup>1</sup> The SG Fleet Directors make this recommendation only in respect of the Cash Consideration, and make no recommendation to Relevant Management Shareholders in relation to the Scrip Consideration including in relation to whether the Relevant Management Shareholders should make an Election to receive Scrip Consideration.