

28 June 2021

The Manager  
Market Announcements Office  
ASX Limited  
20 Bridge Street,  
Sydney NSW 2000

**By E-lodgement**

**Pro-Rata Accelerated Non-Renounceable Entitlement Offer - Notice Under Section 708aa(2)(f) Corporations Act 2001 (Cth)**

This notice is given by PropTech Group Limited (**PropTech Group**) under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (**Act**) as notionally modified by Australian Securities and Investment Commission Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (ASIC Instrument 2016/84) and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (ASIC Instrument 2016/73).

Where applicable, references in this notice to sections of the Act are to those sections as modified by ASIC Instrument 2016/84, ASIC Instrument 2016/73, and ASIC Instrument 21-0568.

PropTech Group has today announced that it will undertake a partially underwritten ~\$17.5 million equity raising, including a pro-rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) of 1 fully paid ordinary share in PropTech Group (**New Share**) for every 8.57 PropTech Group ordinary shares held as at 7.00pm (Sydney time) on Wednesday, 30 June 2021 by shareholders with a registered address in Australia, New Zealand and certain other jurisdictions in which PropTech Group decides to extend the Entitlement Offer. The Entitlement Offer is expected to raise up to approximately \$10.4 million. The balance of the funding will be raised via a fully underwritten institutional placement to raise approximately \$7.1 million.

The offer price for both the Entitlement Offer and the Placement will be \$0.72 per New Share (**Offer Price**).

Under the Entitlement Offer, eligible shareholders of the Company will be able to subscribe for 1 New Share for every 8.57 existing fully paid ordinary shares in the Company held at 7.00pm (Sydney time) on 30 June 2021 (**Record Date**) at the Offer Price (**Entitlements**).

The Entitlement Offer includes an institutional component (**Institutional Entitlement Offer**) and a retail component (**Retail Entitlement Offer**).

Further details of the Entitlement Offer are set out in the Company's investor presentation that has been lodged with ASX today, and the Retail Entitlement Offer information booklet that the Company expects to release on 5 July 2021 and that will be dispatched to eligible shareholders of the Company on or about that same date.

Details of the securities issued or expected to be issued under the Capital Raising are:

<b>Class</b>	Fully paid ordinary shares
<b>ASX Code</b>	PTG
<b>Date of issue or expected issue</b>	<b>8 July 2021</b> for New Shares issued under the Institutional Entitlement Offer  <b>22 July 2021</b> for New Shares issued under the Retail Entitlement Offer
<b>Total number of securities issued or expected to be issued (subject to rounding of fractional entitlements)</b>	24,305,556 New Shares

### Information required under section 708AA(7) of the Corporations Act

PropTech Group confirms that:

- The New Shares will be offered without disclosure under Part 6D.2 of the Act.
- This notice is being given under section 708AA(2)(f) of the Act.
- As at the date of this notice, PropTech Group has complied with:
  - the provisions of Chapter 2M of the Act as they apply to PropTech Group (accounting requirements); and
  - section 674 of the Act (continuous disclosure requirements).
- As at the date of this notice, there is no excluded information of the type referred to in sections 708AA(8) and 708AA(9) of the Act that is required to be set out in this notice under section 708AA(7) of the Act.
- The potential effect that the issue of the New Shares will have on the control of PropTech Group, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. However, given:
  - the structure of the Entitlement Offer as a pro rata issue;
  - the underwriting arrangements in place for the institutional component of the Entitlement Offer and the current level of holdings of substantial holdings (based on substantial holding notices that have been given to PropTech Group and lodged with ASX on or prior to the date of this notice) and issue of New Shares under the Entitlement Offer,
 the Entitlement Offer is not expected to have a material effect or consequence on the control of PropTech Group. Further information is set out below.

### Dilution and control

Given the structure of the Entitlement Offer as a pro rata offer, if all eligible shareholders of the Company take up their Entitlement, the ownership interest (and voting power) in the Company of each eligible shareholder of the Company will remain largely unchanged and the effect on the control of the Company will be negligible.

However, the Company will also undertake an institutional placement to sophisticated and professional investors to raise approximately \$7.1 million (**Placement**). New fully paid ordinary shares in the Company issued under the Placement will represent approximately 6.7% of the fully paid ordinary shares on issue in the Company following completion of both the Placement and the Entitlement Offer. Accordingly, existing shareholders of the Company will be diluted as a result of the Placement.



**PROPTech GROUP**

PropTech Group Limited ABN: 39 141 276 959

To the extent that any eligible shareholder of the Company fails to take up their Entitlement, the percentage holding in the Company of that eligible shareholder of the Company will be diluted by those other eligible shareholders of the Company who take up some, all or more than their Entitlement and as a result of the Placement. The voting power of ineligible foreign shareholders of the Company will be diluted.

If no eligible institutional shareholder of the Company takes up their Entitlements (which the board of directors of the Company considers unlikely), then the Lead Manager will be required to subscribe, or procure subscriptions from others, for up to ~8.3 million shortfall shares. In these circumstances, the maximum theoretical increase in voting power of the Lead Manager (or a sub-underwriter) will be approximately 5.6%. However, as the Lead Manager's obligations will be at least partially sub-underwritten, the board of directors of the Company considers that the Entitlement Offer will not affect the control of the Company. Further, having regard to the sub-underwriting arrangements, even if a substantial shortfall arose, the board of directors of the Company does not consider that there would be a material impact on the control of the Company.

As at the date of this notice all of the Directors of PropTech Group have either a direct or indirect interest in PropTech Group ordinary shares. Set out in the attachment to this notice is a table summarising the entitlement of each Director to participate in the Entitlement Offer based on their current holding, the extent to which they intend to participate and the likely dilutionary effect if they participate in the Entitlement Offer.

**Authorised for release by the Board of Directors of PropTech Group Limited.**

Yours faithfully

A handwritten signature in black ink, appearing to be 'Lee Mitchell', written over a faint circular stamp or watermark.

**Lee Mitchell**

Company Secretary

Ph: +61 3 9640 0444

**DIRECTOR INTERESTS**

<b>Director</b>	<b>Shares</b>	<b>% Holding</b>	<b>Entitlement</b>	<b>Intended Participation</b>	<b>% Holding following completion of Placement and Entitlement Offer</b>
Simon Baker	10,418,737	8.4%	1,215,721.00	1,111,112	7.8%
Georg Chmiel	300,000	0.2%	35,005.00	20,834	0.2%
Joe Hanna	4,530,421	3.7%	528,637.00	-	3.1%
Sam Plowman	5,638,525	4.6%	657,937.00	277,778	4.0%
Scott Wulff	5,157,856	4.2%	601,850.00	-	3.5%