

2 August 2022

ASX and Media Release

COURT APPROVES CONVENING OF SCHEME MEETING AND DISTRIBUTION OF SCHEME BOOKLET

MyDeal.com.au Limited (**MyDeal** or **Company**) (ASX: MYD) today announces an update on the proposed acquisition of 80.2% of the issued shares in MyDeal by Woolworths Group Limited (**Woolworths Group**) by way of a scheme of arrangement (**Scheme**) pursuant to the Scheme Implementation Agreement lodged with ASX on 20 May 2022.

First Court Hearing

MyDeal is pleased to announce that the Supreme Court of New South Wales (**Court**) has today made the following orders in relation to the Scheme:

- that MyDeal convene and hold a meeting of MyDeal shareholders (other than holders of Excluded Shares¹ (**Scheme Shareholders**)) to consider, and if thought fit, approve the Scheme (**Scheme Meeting**); and
- approving the distribution of an explanatory statement providing information about the Scheme and notice of Scheme Meeting and notice of Extraordinary General Meeting (**Scheme Booklet**) to Scheme Shareholders.

Scheme Booklet and Independent Expert's Report

The Scheme Booklet will be released on ASX following registration with the Australian Securities and Investments Commission (**ASIC**) and will also be made available on MyDeal's website <https://investors.mydeal.com.au/site/content/>. Registration of the Scheme Booklet with ASIC is expected to occur on 3 August 2022.

The Scheme Booklet includes the notices of meeting for the Scheme Meeting and Extraordinary General Meeting (**EGM**) (together, **Meetings**) and a copy of the Independent Expert's Report prepared by Grant Thornton Corporate Finance Pty Limited (**Independent Expert**) that concludes that the Scheme is in the best interests of MyDeal Shareholders, in the absence of a superior proposal.

Further details on where the Scheme Booklet can be viewed and downloaded, as well as the proxy forms, are expected to be despatched to Scheme Shareholders on or before 5 August 2022.

Scheme Shareholders who have supplied an email address for the purposes of receiving communications will receive an email containing a link to MyDeal's website, where they can view and download the Scheme Booklet. The email will also contain a personalised proxy lodgement link through which Scheme Shareholders can electronically lodge proxy voting instructions. Scheme Shareholders who have not supplied an email address will receive a letter (sent by post) containing

¹ As defined in the Scheme Booklet.

details on where they can view and download a copy of the Scheme Booklet, together with a personalised proxy form. A hard copy of the Scheme Booklet will be made available to MyDeal shareholders upon request.

MyDeal shareholders should read the Scheme Booklet in its entirety, including the material accompanying it, before deciding whether or not to vote in favour of the Scheme and resolution to be put to the EGM (**EGM Resolution**).

Board Recommendation

The MyDeal Board of Directors continues to unanimously recommend MyDeal 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 MyDeal shareholders, and in favour of the EGM Resolution.

Each MyDeal Director intends to vote, or procure the voting of, all MyDeal shares held or controlled by them (and able to vote at the Scheme Meeting) in favour of the Scheme, subject to the same qualification, and in favour of the EGM Resolution.

Scheme Meeting and EGM

The Meetings will be conducted as hybrid meetings. MyDeal shareholders will be able to attend the Meetings in person at Maddocks, Level 25, 727 Collins Street, Melbourne, VIC or via the online platform at <https://web.lumiagm.com/363261076>.

The Scheme Meeting will be held on Tuesday 6 September 2022 at 10.30 am (AEST). The EGM will commence at 10.45 am (AEST) on 6 September 2022 or as soon after that time as the Scheme Meeting has concluded or been adjourned.

All MyDeal shareholders as at 7.00 pm (AEST) on 4 September 2022 will be eligible to vote at the Meetings other than:

- holders of Excluded Shares who are excluded from voting at the Scheme Meeting; and
- Key Management Personnel², the KMP Shareholders³ or any of their respective associates, and Woolworths Group or its associates, who are excluded from voting at the EGM.

Scheme Shareholders are encouraged to vote at the Meetings in person or online or via proxy, attorney or corporate representative. Further information about how to participate in and vote at the Meetings will be provided in the Notices of Meeting and the Scheme Booklet.

If you have any questions regarding the Scheme or require any further information, please call the Share Registry on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.30 am and 5.30 pm (AEST), Monday to Friday, excluding New South Wales public holidays or email MyDeal's Company Secretary at: vanessa.chidrawi@mydeal.com.au.

The MyDeal Board will continue to update MyDeal shareholders of any material developments in relation to the Scheme.

² As defined in the Scheme Booklet.

³ As defined in the Scheme Booklet.

Authorisation

This ASX Announcement has been authorised by the Company's Board of Directors.

--ENDS--

For more information

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About MyDeal

MyDeal is an online retail marketplace focused on home and lifestyle goods. MyDeal currently has more than 2,049 sellers (of which 1,373 are considered Active Sellers⁴ as at 30 June 2022) on its platform with over 6 million product SKUs listed across 2,000 categories (with the number of SKUs available for sale at any time determined by sellers).

<https://investors.mydeal.com.au/site/content>

⁴ "Active Sellers" are sellers that have sold products through the platform within the last three months.