

16 December 2022: ASX RELEASE

## Despatch of Scheme Booklet

MSL Solutions Limited (**ASX:MSL**) (“**MSL**”) refers to the announcements made on 13 and 14 December 2022 in relation to:

- the proposed acquisition of 100% of the issued share capital of MSL by Plutus Bidco Pty Ltd (ACN 663 418 184) (“**Pemba Bidco**”), an entity controlled by Pemba Capital Partners, by way of a scheme of arrangement (“**Scheme**”);
- the orders made by the Supreme Court of New South Wales (“**Court**”) that MSL convene a meeting of MSL shareholders to consider and vote on the Scheme (“**Scheme Meeting**”) and approving the despatch of an explanatory statement providing information about the Scheme, along with the Notice of Scheme Meeting (together, the “**Scheme Booklet**”) to MSL Shareholders; and
- the registration of the Scheme Booklet with the Australian Securities and Investment Commission (“**ASIC**”).

### Despatch of Scheme Booklet

MSL is pleased to announce the despatch of the Scheme Booklet today.

The Scheme Booklet will be available for viewing and downloading from the ASX website at [www.asx.com.au](http://www.asx.com.au) and on MSL’s website at: <https://www.mslsolutions.com/investors/>.

There are three methods by which the Scheme Booklet will be distributed:

- MSL shareholders who have elected to receive communications by post from MSL will receive a hard copy of the Scheme Booklet (sent by post), enclosing a proxy form for the Scheme Meeting;
- MSL shareholders who have elected to receive communications electronically from MSL will receive an email to their nominated email address containing links to access the Scheme Booklet and proxy form; and
- all other MSL shareholders will receive a notice of access letter (sent by post) containing details of where they can view and download the Scheme Booklet and submit the proxy form for the Scheme Meeting.

### Further information

MSL shareholders should carefully read the Scheme Booklet in its entirety, including the materials accompanying it, before deciding whether to vote in favour of the Scheme.

If after reading the Scheme Booklet you have any questions about the Scheme or the Scheme Booklet, please contact the MSL Shareholder Information Line on 1300 916 762 (within Australia) or +61 3 9415 4860 (if calling from overseas) Monday to Friday between 8.30am and 5.00pm (AEDT), excluding public holidays.

### **Independent Expert's report and Directors' recommendation**

The Scheme Booklet includes a copy of the independent expert's report prepared by Leadenhall Corporate Advisory Pty Limited ("**Independent Expert**"), which has concluded that the Scheme is fair and reasonable and in the best interests of MSL shareholders.

The MSL Board of Directors continue to unanimously recommend that MSL 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 interest of MSL shareholders. Subject to those same qualifications, each director intends to vote or cause to be voted all MSL shares held or controlled by him or her in favour of the Scheme.

### **Scheme Meeting**

The details of the Scheme Meeting, at which MSL shareholders will vote on the proposed Scheme, are as follows:

**Date:** Tuesday, 31 January 2023  
**Time:** 10:00am  
**Venue:** Talbot Sayer Lawyers, Level 27, Riverside Centre, 123 Eagle Street, Brisbane QLD 4000 and online via online platform at <https://meetnow.global/MU7N6LT>.

Details of how to access the online platform and participate in the Scheme Meeting are contained in the Notice of Meeting included at Annexure D to the Scheme Booklet. MSL shareholders who participate in the Scheme Meeting will be able to listen to the Scheme Meeting, cast a vote online and ask questions. All registered MSL shareholders as at **7:00pm (AEDT) on Sunday, 29 January 2023** will be eligible to vote at the Scheme Meeting.

All MSL shareholders are encouraged to vote either by attending and voting at the Scheme Meeting or by lodging a proxy to vote at the Scheme Meeting. The Notice of Scheme Meeting provides information on how to lodge your proxy form (if applicable). Please note that to be valid, your proxy form must be received by Computershare by no later than **10:00am on Sunday, 29 January 2023** (or, if the Scheme Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Scheme Meeting in relation to the resumed part of the meeting).

***This announcement has been approved for distribution by the Board of Directors of MSL Solutions Limited.***

**For further information, please contact:**

**Patrick Howard (CEO) / David Marshall (CFO)**

MSL Solutions Limited

Email: [investor@mslsolutions.com](mailto:investor@mslsolutions.com)

Website: <https://www.mslsolutions.com/investors/>

## **About MSL Solutions Limited**

MSL Solutions Limited is a leading SaaS technology provider to the sports, leisure and hospitality sectors. We help some of the world's most iconic venues around the world - stadiums & arenas, pubs & member clubs, sporting associations, golf federations and more – to deliver outstanding customer experiences during every engagement.

MSL develops and delivers fully integrated and modular systems that connect customers to venues through mobile and contactless entry, ordering and payment solutions. We seamlessly connect front-of-house to back-office, offering an end-to-end guest engagement platform which provides actionable insights on key success metrics to venues of all sizes.

MSL Solutions has over 8,500 customers with offices in Australia, UK and Denmark. To discover more about MSL, please visit [www.mslsolutions.com](http://www.mslsolutions.com).