

ASX RELEASE

5 July 2021

**Notification to Ineligible Retail Shareholders
PropTech Group Limited (ASX: PTG)**

Enclosed is a copy of a letter to be despatched today to shareholders who are ineligible to participate in the accelerated non-renounceable entitlement offer announced by PropTech Group on Monday 28 June 2021.

ENDS

For further information, please contact:

Joe Hanna – Chief Executive Officer and Managing Director
joe@proptech-group.com

This announcement has been authorised for release to ASX by the Board of Directors of PropTech Group Limited.

Important information

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933 (the 'US Securities Act'), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available.

Not for release or distribution in the United States

5 July 2021

[Shareholder]

Dear Sir/Madam

Accelerated non-renounceable pro-rata entitlement offer – Notification to ineligible shareholders

On Monday, 28 June 2021, PropTech Group Limited ACN 141 276 959 (“**Company**” or “**PropTech Group**”) announced that it was conducting a 1 for 8.57 accelerated non-renounceable pro-rata entitlement offer of new fully paid ordinary shares (“**New Shares**”) to existing shareholders (“**Entitlement Offer**”) and an institutional placement (“**Placement**”) to raise up to approximately \$17.5 million, at an issue price of \$0.72 per share (“**Offer**”).

The net proceeds of the Entitlement Offer and Placement will be used to fund the acquisition of Eagle Software Pty Ltd (“**Eagle Software**”) and other growth initiatives. More detail is provided in PropTech Group’s Investor Presentation lodged with the Australian Securities Exchange (“**ASX**”) on Monday, 28 June 2021.

This notice is to inform you about the Entitlement Offer and to explain why you will not be able to subscribe for New Shares under the Entitlement Offer.

Details of the Entitlement Offer

The Entitlement Offer is being made without a prospectus or product disclosure document in accordance with section 708AA of the Corporations Act 2001 (Cth) (“**Corporations Act**”) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73. The Entitlement Offer consists of an institutional and a retail component (“**Institutional Entitlement Offer**” and “**Retail Entitlement Offer**” respectively). The Placement and Institutional Entitlement Offer was underwritten and raised approximately \$13.1 million and the Retail Entitlement Offer, which is not underwritten, to raise up to approximately \$4.4 million.

Eligibility criteria

The Retail Entitlement Offer is only available to Eligible Retail Shareholders. **Eligible Retail Shareholders** are those persons who:

- are registered as holders of existing shares as at 7.00pm (AEST) on Wednesday, 30 June 2021;
- have a registered address on PropTech Group’s share register in Australia or New Zealand at that date;
- are not in the United States and are not “U.S. persons” (as defined under Regulation S under the United States Securities Act of 1933, as amended) (“**U.S. Persons**”) or acting for the account or benefit of U.S. Persons;
- were not invited to participate (other than as nominee, in respect of other underlying holdings) under the Institutional Entitlement Offer, and were not treated as ineligible institutional shareholders under the Institutional Entitlement Offer; and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

As you do not satisfy the criteria above, you are deemed not to be an Eligible Retail Shareholder for the purposes of the Retail Entitlement Offer.

Pursuant to section 9A(3) of the Corporations Act and Listing Rule 7.7.1(a) of the ASX Listing Rules, PropTech Group considers it generally unreasonable on this occasion to extend the Retail Entitlement Offer to shareholders with a registered address outside of Australia or New Zealand having regard to the small number of those shareholders, the number of shares they hold, the value of new shares to which those shareholders would otherwise be entitled to and the costs of complying with legal and regulatory requirements in each of those jurisdictions.

Accordingly, the Company regrets that it is unable to extend to you the opportunity to participate in the Retail Entitlement Offer. Under the terms of the Retail Entitlement Offer, you are not eligible to apply for New Shares and you will not be sent a copy of the offering materials relating to the Retail Entitlement Offer.

You are not required to do anything in response to this letter. This letter is to inform you about the Retail Entitlement Offer and is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares. Entitlements in respect of New Shares you would have been entitled to if you were an Eligible Shareholder will lapse. As the Retail Entitlement Offer is non-renounceable, you will not receive any value for these entitlements.

This letter constitutes the notice that the Company is required to give each ineligible retail shareholder under ASX Listing Rule 7.7.1(b) and section 9A(3)(b) of the Corporations Act.

Thank you for your continued support of PropTech Group and I trust you understand the Company's position on this matter.

If you have any queries regarding the Retail Entitlement Offer, please contact your professional adviser or the PropTech Group Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (from outside Australia) during the Retail Entitlement Offer period. For other questions, you should consult your broker, solicitor, accountant, financial adviser or other professional adviser.

Yours sincerely



Simon Baker
Chairman
PropTech Group Limited

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