

ASX ANNOUNCEMENT

27 November 2023

Results of General Meeting and Scheme Meeting

Thorn Group Limited (ASX:TGA) (**Thorn**) is pleased to announce that at the General Meeting and Scheme Meeting held earlier today, Thorn shareholders passed resolutions to approve the Scheme Consideration Resolutions and the scheme of arrangement between Thorn and its shareholders under which Somers Limited (**Somers**) proposes to acquire all of the ordinary shares in Thorn that it does not already own (**Scheme**), as referred to in the Explanatory Booklet published via the ASX on 24 October 2023 (**Explanatory Booklet**).

Defined terms in this announcement have the meanings given to them in the Explanatory Booklet.

Voting results for the General Meeting and Scheme Meeting

For the purpose of ASX Listing Rule 3.13.2 and subsections 251AA(1) and (2) of the *Corporations Act 2001* (Cth) (**Act**):

- at the General Meeting, each of the Scheme Consideration Resolutions were passed by the requisite majorities of Thorn shareholders with:
 - 97.28% of votes cast by Thorn Shareholders (other than the Excluded Shareholders) present and voting (either in person or by proxy) in favour of the Financial Assistance Resolution; and
 - 97.40% of votes cast by Thorn Shareholders (other than the Excluded Shareholders) present and voting (either in person or by proxy) in favour of the Related Party Transaction Resolution.
- at the Scheme Meeting, the Scheme Resolution was passed by the requisite majorities of Thorn Shareholders with:
 - 82.29% of Thorn Shareholders (other than the Excluded Shareholders) present and voting (either in person or by proxy) in favour of the resolution; and
 - 89.53% of votes cast by Thorn Shareholders (other than the Excluded Shareholders) present and voting (either in person or by proxy) in favour of the Scheme Resolution.

The poll report for the General Meeting and the Scheme Meeting submitted by the Returning Officer appointed by Thorn is attached to this announcement.

Second Court Hearing

As announced via ASX on 20 October 2023, the Supreme Court of New South Wales will hear an application by Thorn for approval of the Scheme at 9.15am (Sydney time) on

Thursday, 30 November 2023 at Law Courts Building, 184 Phillip Street, Queens Square, Sydney NSW 2000.

Remaining Dates (subject to Court approval of the Scheme)

Time (Sydney) and date	Event
9.15am Thursday, 30 November 2023	Second Court Hearing to obtain orders approving the Scheme
Friday, 1 December 2023	Lodgement by Thorn with ASIC of the Court orders approving the Scheme (Effective Date)
4.00pm Friday, 1 December 2023	Suspension of trading in Thorn shares on ASX
7.00pm Tuesday, 5 December 2023	Time and date for determining entitlements to the Scheme Consideration (Scheme Record Date)
Monday, 11 December 2023	Implementation Date

This release has been authorised by the Company Secretary.

End of Release.

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ABOUT THORN GROUP LIMITED (ASX: TGA, www.thorn.com.au)

Thorn is a diversified financial services company providing funding solutions for small to medium businesses. Thornmoney is a provider of working capital and business asset lending solutions, working in partnership with Australian brokers and accountants. Thorn has been listed on ASX since 2006.

Thorn Group Limited

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The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Financial Assistance Resolution	Special	2,597,562 92.99%	142,632 5.11%	53,200 1.90%	16,408	5,108,082 97.28%	142,632 2.72%	16,408	Carried
2 Related Party Resolution	Ordinary	2,602,470 93.18%	136,499 4.89%	54,025 1.93%	16,808	5,113,815 97.40%	136,499 2.60%	16,808	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

**Thorn Group Limited
Scheme Meeting
Monday, 27 November 2023
Voting Results**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Approval of Scheme	7,574,373 89.39%	889,106 10.49%	9,635 0.12 %	2,104	7,604,947 89.53%	889,106 10.47%	2,104	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					144 82.29%	31 17.71%	3	
The total number of shareholders who voted both 'FOR' and 'AGAINST' the resolution and not included in the above "Number of shareholders voting on the poll" section.					1			

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.