

Court approves scheme of arrangement

Onthehouse Holdings Limited (ASX:OTH) (**OTH** or the **Company**) is pleased to announce that the Federal Court of Australia (**Court**) has today made orders approving the scheme of arrangement ("**Scheme**") between the Company and its shareholders under which the consortium of investors comprising:

- PIQ1 Pty Ltd and Macquarie Corporate Holdings Pty Limited (both wholly-owned subsidiaries of Macquarie Group Limited); and
- 77 Victoria Street Venture Pty Limited (**77VSV**) as trustee for 77 Victoria Street Trust and Sandrift Pte Limited (entities of which Michael Dempsey and Daniel Dempsey are each affiliated),

will acquire all of the Company's issued shares (other than those already held on behalf of 77VSV) for A\$0.85 cash per share.

The Company will lodge a copy of the Court's orders approving the Scheme with the Australian Securities and Investments Commission tomorrow, at which time the Scheme will become effective.

It is expected that trading in the Company's shares on ASX will be suspended from close of trading tomorrow.

A copy of the orders granted by the Court is attached to this announcement.

- ENDS -

For further information please contact:

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Federal Court of Australia
District Registry: New South Wales
Division: General

No: NSD1163/2016

ONETHEHOUSE HOLDINGS LIMITED ACN 150 139 781
Plaintiff

ORDER

JUDGE: JUSTICE FARRELL


DATE OF ORDER: 19 October 2016

WHERE MADE: Sydney

THE COURT ORDERS THAT:

1. Pursuant to s 411(4)(b) of the *Corporations Act 2001* (Cth) (the **Act**), the scheme of arrangement between Onthehouse Holdings Limited (ACN 150 139 781) (**OTH**) and holders of fully paid ordinary shares in OTH, other than those held by or on behalf of 77 Victoria Street Venture Pty Limited in its capacity as trustee for 77 Victoria Street Trust, in the form set out in Attachment B of the Scheme Booklet which is Exhibit 1 in these proceedings, be approved.
2. Pursuant to s 411(12) of the Act, OTH be exempted from compliance with s 411(11) of the Act.
3. These orders be entered forthwith.

Date that entry is stamped:


Registrar