

ASX Announcement

rhipe Limited (ASX:RHP)



17 September 2021

SCHEME OF ARRANGEMENT – SUPPLEMENTARY DISCLOSURE

rhipe Limited ('rhipe' or the 'Company') refers to the proposed acquisition of rhipe by a wholly-owned subsidiary of Crayon Group Holding ASA ('Crayon'), by way of scheme of arrangement ('Scheme'), and the explanatory statement providing information about the Scheme dated 7 September 2021 ('Scheme Booklet'). This announcement contains supplementary disclosure regarding the Scheme Booklet.

Scheme Booklet / Independent Expert's Report

Following registration of the Scheme Booklet with the Australian Securities and Investments Commission on 7 September 2021, rhipe has been advised by KPMG Financial Advisory Services (Australia) Pty Ltd ('Independent Expert') that it failed to identify, and therefore notify rhipe, that KPMG AS, a Norwegian limited liability company ('KPMG Norway') is the auditor of Crayon and from time to time, KPMG Norway may also provide Crayon with certain other professional services for which normal professional fees are received.

The Independent Expert has advised the rhipe Board that:

- KPMG Financial Advisory Services (Australia) Pty Ltd is a controlled entity of the KPMG Australia partnership group of companies ("KPMG Australia").
- KPMG Australia is a member firm of the KPMG global organisation of independent member firms affiliated with KPMG International Limited (Company number 12474966), an English entity limited by guarantee without share capital.
- KPMG Norway is also a member firm of the KPMG network of independent member firms.
- KPMG International Limited holds no ownership interest in any member firm, including in KPMG Australia or in KPMG Norway.
- No ownership interests are exchanged across, and no profit share or similar agreements are in place between, any member firms of the KPMG network of independent member firms. There is no financial relationship that exists between KPMG Australia and KPMG Norway.

The Independent Expert has advised rhipe that it does not consider KPMG Norway's position as Crayon's auditor is a matter which compromises the Independent Expert's independence and maintains its opinion, as set out in the Independent Expert's Report, that the Independent Expert is independent of rhipe and its directors and all other relevant parties of the Scheme, including Crayon.

The Independent Expert has confirmed that there is no change to the conclusion expressed in the Independent Expert's Report and that the Independent Expert continues to conclude that the Scheme is in the best interests of rhipe shareholders, in the absence of a superior proposal. Accordingly, the Independent Expert has not provided a revision to the Independent Expert's Report.

Directors' recommendation

The rhipe Board continues to unanimously recommend that rhipe shareholders vote in favour of the Scheme at the Scheme Meeting 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 rhipe shareholders. Each rhipe Director intends to vote all of the rhipe shares held or controlled by them in favour of the Scheme, subject to the same qualification.

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Scheme Meeting

The Scheme Meeting, as previously announced, will be conducted as a virtual meeting at 11:00am (Sydney time) on Monday, 11 October 2021. There will be no physical Scheme Meeting. rhipe shareholders (or their proxies, attorneys or corporate representatives) will be able to attend, vote and ask questions at the Scheme Meeting through an online platform available at <https://agmlive.link/RHPSM21>.

All rhipe shareholders are encouraged to vote either by attending and voting at the virtual Scheme Meeting, or by lodging a proxy vote ahead of the virtual Scheme Meeting. The Notice of Scheme Meeting provides information on how to lodge your proxy form (if applicable).

Further information

rhipe shareholders can obtain further information in relation to the Scheme Booklet, the Scheme or the Scheme Meeting by visiting <https://www.rhipe.com/about/investors/> or calling the rhipe Shareholder Information Line on 1300 970 086 (within Australia) or +64 1300 970 086 (outside Australia), Monday to Friday between 8.30am and 5.30pm (Sydney time).

ENDS

Approved for release by the Chief Financial Officer.

About Crayon

Crayon helps customers build the commercial and technical foundation for a successful and secure digital transformation journey. We provide guidance on the best solutions for our clients' business needs and budget to thrive and innovate with software, cloud, AI and big data. Headquartered in Oslo, Norway, Crayon has over 2,000 employees across more than 50 locations and 35 countries worldwide.

About rhipe

rhipe, (ASX: RHP) is a global leader in cloud and technology solutions, providing partners with business advisory and deep domain technical expertise to thrive in the growing cloud market. rhipe is recognised as an expert in subscription software licensing in Asia Pacific. Its multi-award-winning services and support division is the industry leader in Microsoft Office 365 implementation and other global vendor solutions.

For more information, contact:

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