



Propel Completes Acquisition of QuidMarket

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TORONTO, ON, November 15, 2024 – Propel Holdings Inc. (“**Propel**” or the “**Company**”) (TSX: PRL), the fintech facilitating access to credit for underserved consumers, announced today the successful completion of its previously announced acquisition of Stagemount Limited (dba “**QuidMarket**”), a leading digital UK-based fintech lender specializing in credit for underserved consumers (the “**Acquisition**”). The final purchase price was US\$71 million, excluding closing adjustments, and was paid all in cash.

“The closing of the Acquisition of QuidMarket is a critical step in our journey to become a global leader in building financial opportunity. A leading UK fintech lender, QuidMarket is focused on the 20 million underserved consumers in the UK. Backed by Propel's AI-powered technology, financial and operational expertise, and capital resources, we believe QuidMarket will be able to accelerate its growth while broadening access to credit for more underserved consumers,” said Clive Kinross, CEO of Propel.

Management believes that the Acquisition will be immediately accretive to Propel's 2024 and 2025 Adjusted Earnings Per Share¹, on a pro forma basis, and excluding transaction costs and before any synergies.

“I want to officially welcome the QuidMarket team to Propel. Together, we will build a UK leader,” Mr. Kinross added.

“We have ambitious plans for the UK, and QuidMarket is a critical first step,” said Sheldon Saidakovsky, CFO of Propel and the executive in charge of leading the QuidMarket integration. “In advance of the closing, we outlined a multi-phased integration plan for QuidMarket. Initially we will focus on building financial and operational infrastructure that mirrors our own. Once complete, we will begin to accelerate QuidMarket growth at both the top and bottom line. Laying the foundation to grow QuidMarket into the UK's market leader will be a key focus as we head into 2025.”

Acquisition Financing and Subscription Receipt Conversion

The US\$71 million purchase price for the Acquisition was funded from the net proceeds of Propel's previously announced C\$115 million bought deal offering of subscription receipts (the “**Subscription Receipts**”), which closed on October 3, 2024.

Upon closing of the Acquisition, each holder of a Subscription Receipt will be entitled to receive, automatically and without additional consideration or further action on the part of the holder, (i) one common share of Propel (the “**Common Shares**”) and (ii) a cash amount equivalent to the C\$0.15 dividend per Common Share payable by the Company to holders of Common Shares of record on November 15, 2024, with payment occurring on December 4, 2024.

Trading in the Subscription Receipts is expected to be halted, the transfer register maintained by the subscription receipt agent will be closed and the Subscription Receipts will be delisted from the Toronto Stock Exchange (the "TSX"), in each case, effective as of the close of trading today. The Common Shares to be issued pursuant to the terms of the Subscription Receipts are expected to commence trading on the TSX on November 15, 2024.

Notes:

1. See "Non-IFRS Financial Measures" below. See also "Key Components of Results of Operations" in the Company's Q3 2024 MD&A for further details concerning the non-IFRS financial measures used in this press release including definitions and reconciliations to the relevant reported IFRS measure.

About Propel

Propel Holdings (TSX: PRL) is the fintech company building a new world of financial opportunity for consumers, partners, and investors. Propel's operating brands — Fora Credit, CreditFresh and MoneyKey — and our Lending-as-a-Service product line facilitate access to credit for consumers underserved by traditional financial institutions. Through its AI-powered platform, Propel evaluates customers in a more comprehensive way than traditional credit scores can. The result is better products and an expanded credit market for consumers while creating sustainable, profitable growth for Propel. Our revolutionary fintech platform has already helped consumers access over one million loans and lines of credit and over one billion dollars in credit. At Propel, we are here to change the way customers, partners and investors succeed together. Learn more at propelholdings.com

About QuidMarket

Launched in 2011, QuidMarket is a leading UK-based digital only consumer lender specializing in providing short-term installment loans to individuals with limited access to traditional financial solutions. QuidMarket is committed to responsible lending, offering tailored financial support to help consumers manage unexpected expenses.

Non-IFRS Financial Measures

This press release makes reference to "Adjusted Earnings Per Share" which is a non-IFRS financial measure. This measure is not a recognized measure under IFRS and does not have a standardized meaning prescribed by IFRS and is therefore unlikely to be comparable to similar measures presented by other companies. Rather, this measure is provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from management's perspective. Accordingly, this measure should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS.

This non-IFRS financial measure is used to provide investors with supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS measures. We believe that securities analysts, investors and other interested parties frequently use non-IFRS financial measures in the evaluation of issuers. The Company's management also uses non-IFRS financial measures in order to facilitate operating performance comparisons from period to period, to prepare annual operating budgets and forecasts, and to determine components of management and executive compensation. The key performance indicators used by the Company may be calculated in a manner different than similar key performance indicators used by other similar companies.

Definitions and reconciliations of non-IFRS financial measures to the relevant reported measures can be found in our Q3 2024 MD&A available on SEDAR+.

Forward-Looking Information

This press release contains certain forward-looking statements that may constitute "forward-looking statements" within the meaning of applicable Canadian securities legislation that are based on Propel's current expectations, estimates, projections and assumptions in light of its experience and its perception of historical trends. In particular, this press release contains forward-looking statements pertaining to Propel's business strategy, plans and other expectations, beliefs, goals and objectives including, without limitation, the following: the Acquisition, the anticipated synergies and accretive value to Propel and its shareholders; statements regarding the effects of the Acquisition on Propel's ability to accelerate growth and its plans and integration of the QuidMarket team, and statements around the dividend and dividend equivalent payments. Often but not always, forward-looking statements can be identified by the use of forward-looking terminology such as "may", "will", "expect", "believe", "intend", "estimate", "continue", "anticipate" or the negative of these terms or variations of them or similar terminology suggesting future outcomes, events or performance. The forward-looking statements in this press release reflect management's current beliefs and are based on information currently available to management, and are based on certain assumptions that Propel has made in respect thereof as at the date of this press release regarding, among other things: that Propel has and will have available capital to fund its capital expenditures; the success of Propel's operations; the ability of Propel to maintain current credit ratings; the availability of capital to fund future capital requirements relating to existing assets and projects; future operating costs, including costs associated with regulatory compliance in the UK; prevailing regulatory and tax laws and regulations; maintenance of operating margins; and certain other assumptions in respect of Propel's forward-looking statements detailed in Propel's Annual Information Form for the year ended December 31, 2023 (the "AIF"), Management's Discussion and Analysis for the years ended December 31, 2023 and 2022 (the "Annual MD&A") and Management's Discussion and Analysis for the three and nine months ended September 30, 2024 (the "Interim MD&A") and from time to time in Propel's public disclosure documents available at www.sedarplus.ca and through Propel's website at www.propelholdings.com.

For further information, please contact:

Lindsay Finneran-Gingras
Vice President, Communications
Media@propelholdings.com

Devon Ghelani
Senior Director, Capital Markets and Investor Relations
IR@propelholdings.com

Source: Propel Holdings Inc.