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**ASX ANNOUNCEMENT**

6 March 2019

**RETAIL ENTITLEMENT OFFER – NOTIFICATION TO INELIGIBLE RETAIL SHAREHOLDERS**

amaysim Australia Limited (ASX: AYS) attaches a copy of the notification sent to ineligible retail shareholders yesterday in relation to the Retail Entitlement Offer.

**ENDS**

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**IMPORTANT NOTICES**

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Tuesday 5 March 2019

Dear Shareholder,

**amaysim Australia Limited Entitlement offer – Notification to Ineligible Retail Shareholders**

On Tuesday 26 February 2019 amaysim Australia Limited (ABN 65 143 613 478) ("**amaysim**" or "**Company**") announced that it was conducting a capital raising to raise approximately A\$50.6 million by way of a pro rata accelerated non-renounceable entitlement offer to eligible securityholders to subscribe for 1 new ordinary security in amaysim ("**New Security**") for every 2.5 existing ordinary securities in amaysim ("**Existing Securities**") held on the Record Date (being, 7.00pm (Sydney time) Thursday 28 February 2019) ("**Offer**").

Macquarie Capital (Australia) Limited ("**Lead Manager**") is Underwriter, Lead Manager and Bookrunner for the Offer.

This letter is to inform you about the Offer and to explain why you will not be able to subscribe for New Securities under the Offer. This letter is not an offer to issue entitlements or New Securities to you, nor an invitation for you to apply for entitlements or New Securities. You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Offer that you should be aware of.

**What is the Offer?**

The Offer comprises an institutional entitlement offer ("**Institutional Entitlement Offer**") and an offer to Eligible Retail Shareholders (as defined below) to participate on the same terms ("**Retail Entitlement Offer**"). The Offer is being made by amaysim in accordance with section 708AA of the *Corporations Act 2001* (Cth) ("**Corporations Act**") as modified by Australian Securities and Investments Commission Corporations (Non-Traditional Rights Issue) Instrument 2016/84, meaning that no prospectus or other disclosure document under the Corporations Act needs to be prepared.

The Institutional Entitlement Offer has already closed and the results announced to the Australian Securities Exchange ("**ASX**") on Thursday 28 February 2019. amaysim has recently lodged a retail information booklet ("**Retail Information Booklet**") with ASX which sets out further details in respect of the Offer, particularly in respect of Eligible Retail Shareholders.

**What is the Retail Entitlement Offer?**

The Retail Entitlement Offer involves an offer to Eligible Retail Shareholders of an entitlement to subscribe for 1 New Security for every 2.5 Existing Securities held on the Record Date, at a price of A\$0.60 ("**Offer Price**") for each New Security ("**Entitlement**").

As with the Institutional Entitlement Offer, the Retail Entitlement Offer is non-renounceable. A number of New Securities equal to the number that you would otherwise be entitled to subscribe for under the Retail Entitlement Offer will be subscribed for by the Lead Manager and sub-underwriters at the Offer Price (as defined above). As a result, no amount will be payable by you and you will not otherwise receive any value for Entitlements in respect of any New Securities that would have been offered to you if you were an Eligible Retail Shareholder.

**Who is eligible?**

"**Eligible Retail Shareholders**" are those persons who:

- a) are registered as a holder of Existing Securities on the Record Date;

- b) have a registered address on amaysim's share register in Australia, New Zealand, Denmark, France, Hong Kong, Liechtenstein, Luxembourg, Malta, Norway, Singapore and the United Kingdom ("**Offer Jurisdictions**") (or are a shareholder that amaysim has otherwise determined in its absolute discretion is eligible to participate);
- c) are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such a person holds Existing Securities for the account or benefit of such persons in the United States);
- d) were not invited to participate (other than as nominee, trustee or custodian in respect of other underlying holdings) in the Institutional Entitlement Offer and were not treated as an Ineligible Institutional Shareholder (as defined below) under the Institutional Entitlement Offer; and
- e) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without a prospectus, disclosure document or any lodgement, filing, registration or qualification.

**"Ineligible Institutional Shareholders"** are those persons who were identified as an institutional shareholder by amaysim and are not Eligible Institutional Shareholders (as defined in the Retail Information Booklet).

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### **Why am I not eligible to participate in the Retail Entitlement Offer?**

Unfortunately, according to our records you do not satisfy the criteria for an Eligible Retail Shareholder. In compliance with ASX Listing Rule 7.7.1(b) and section 9A(3) of the Corporations Act, this notice is to inform you that under the terms of the Offer, you are not entitled to participate in the Retail Entitlement Offer and as such, you will not be offered any New Securities under the Retail Entitlement Offer. You will not be sent a copy of the Retail Information Booklet.

The restrictions upon eligibility are due to a number of factors, including the legal limitations in some countries, the relatively small number of shareholders there, the small number and value of Existing Securities they hold and the potential cost of complying with regulatory requirements in those countries. Having given consideration to these factors, amaysim has determined that, pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules and section 9A(3)(a) of the Corporations Act, it would be unreasonable to make the Retail Entitlement Offer to shareholders resident in any country outside of the Retail Permitted Jurisdictions. amaysim and the Lead Manager and each of their respective affiliates and related bodies corporate and each of their respective directors, officers, partners, employees, advisers and agents disclaim any liability in respect of any determination as to eligibility, to the maximum extent permitted by law.

The Offer is non-renounceable. A number of Securities equal to the number that you would otherwise be entitled to subscribe for under the Retail Entitlement Offer will be offered in the Institutional Bookbuild at the Offer Price. As a result your Entitlements will lapse and no amount will be payable to you. This notice is not an offer to issue new Securities to you, nor an invitation for you to apply for new Securities. You are not required to do anything in response to this letter.

### **Further Information**

If you have any questions, you should seek advice from your stockbroker, accountant or other independent professional adviser or the amaysim Offer Information Line on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) at any time between 8:30am to 5:00pm (Sydney time) on Monday to Friday, during the Retail Entitlement Offer Period.

On behalf of the Company we thank you for your continued support of amaysim.

Yours sincerely

**amaysim Australia Limited**

### **DISCLAIMER**

This letter is issued by amaysim. This letter is not a prospectus or offering document under Australian law or under any other law. This letter is to inform you about the Retail Entitlement Offer only.

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