



ASX ANNOUNCEMENT

16 May 2019

IncentiaPay executes loan agreement for short term funding with Suzerain Investment Holdings Limited, announces a proposed pro-rata rights issue and advises of Director Appointment

IncentiaPay Limited (ASX: INP) (**IncentiaPay** or the **Company**) has executed a loan agreement with Suzerain Investment Holdings Limited (**Suzerain**), a related entity of its largest shareholder New Gold Coast Holdings Limited, for a proposed \$4.0 million debt facility. The facility will be unsecured and will be used to partially repay the existing CBA debt (**Loan**).

Additionally, the Company is proposing to conduct a fully underwritten 4 for 5 accelerated non-renounceable entitlements offer at a price of \$0.08 per share (**Rights Issue**). Proceeds from the proposed Rights Issue will be used to:

- a. repay the Suzerain and CBA Loans;
- b. fund the Company's ongoing working capital requirements; and
- c. pay costs associated with the Loan and Rights Issue.

The Company plans to draw down on the Suzerain Loan progressively over the coming weeks. The Suzerain Loan is repayable on the earlier of completion of the proposed Rights Issue or 30 September 2019.

The Rights Issue is proposed to be fully underwritten and the Company is currently in advance discussions with potential underwriters. Suzerain has agreed to fully sub-underwrite the Rights Issue subject to interest from other sub-underwriters and in compliance with all regulatory requirements.

The Company currently expects to finalise the proposed Rights Issue documentation and associated underwriting arrangements over the coming weeks and will provide appropriate notification and documents to shareholders when those arrangements are finalised.

Until the Company executes an underwriting agreement and issues documentation in relation to the same, there is no certainty that the Rights Issue will proceed either as proposed or at all.

Shareholders should take no action in relation to the proposed rights issue until such time that documentation is released to the market relating to the same.

Suzerain is controlled by Skybound Capital Limited which is the holder of a relevant interest in 19.98% of the voting shares in the Company, via New Gold Coast Holdings Limited one of its subsidiary companies.

The Company is pleased to announce the appointment of Jeremy Thorpe as a director and welcomes him to the board.

Mr Thorpe is a lawyer, admitted in South Africa, and a director of various companies specialising in corporate finance, private equity as well as consumer and business credit. Mr Thorpe is currently the Managing Director of Skybound Capital (Australia).

Finally, the Company announces the resignation of Mr Darius Coveney as a director. Mr Coveney will continue in his current executive role as the Acting CEO. Chair, Naseema Sparks thanked him for his contribution to the board.

For further information, please contact:

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