

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Prospa Group Limited

ACN/ARSN 625 648 722

1. Details of substantial holder (1)

Name Prospa Group Limited

ACN/ARSN (if applicable) 625 648 722

The holder became a substantial holder on 13/06/2019

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	113,890,353	113,890,353	70.59%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Prospa Group Limited	Relevant interest held under section 608(1)(c) of the Corporations Act 2001 (Cth) arising from voluntary escrow arrangements (Escrow Deeds) as disclosed in the prospectus issued by Prospa on 16 May 2019. The form of the Escrow Deeds is attached at Annexure A.	113,890,353 fully paid ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Prospa Group Limited	Curfore Pty Ltd	Martin Paul Moshal	50,770,011 fully paid ordinary shares
Prospa Group Limited	Edoardo Bigazzi	Edoardo Bigazzi	1,073,796 fully paid ordinary shares
Prospa Group Limited	Richard Miller	Richard Miller	1,090,656 fully paid ordinary shares
Prospa Group Limited	GMBP Pty Ltd	GMBP Pty Ltd	99,126 fully paid ordinary shares
Prospa Group Limited	Damon Pezaro	Damon Pezaro	867,000 fully paid ordinary shares

Prospa Group Limited	Benjamin Lamb	Benjamin Lamb	900,000 fully paid ordinary shares
Prospa Group Limited	Aviad Eyal	Aviad Eyal	2,419,280 fully paid ordinary shares
Prospa Group Limited	International Group of Companies Pty Ltd	International Group of Companies Pty Ltd	9,701,240 fully paid ordinary shares
Prospa Group Limited	AirTree Ventures GP Pty Ltd	AirTree Ventures GP Pty Ltd	5,117,949 fully paid ordinary shares
Prospa Group Limited	AirTree Ventures Opportunity Fund Trusco Pty Ltd	AirTree Ventures Opportunity Fund Trusco Pty Ltd	9,487,236 fully paid ordinary shares
Prospa Group Limited	Matthew Bauld	Matthew Bauld	609,756 fully paid ordinary shares
Prospa Group Limited	Greg Moshal Pty Limited	Greg Moshal Pty Limited	24,701,240 fully paid ordinary shares
Prospa Group Limited	Tubbin Investments Pty Ltd	Tubbin Investments Pty Ltd	1,033,611 fully paid ordinary shares
Prospa Group Limited	Square Peg Global Fund 2015 Pty Ltd	Square Peg Global Fund 2015 Pty Ltd	5,809,758 fully paid ordinary shares
Prospa Group Limited	Square Peg UGP Pty Ltd	Square Peg UGP Pty Ltd	209,694 fully paid ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

N/A

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Prospa Group Limited	Level 1, 4-16 Yurong Street, Sydney NSW 2000
Curfore Pty Ltd	Level 12, 167 Macquarie Street, Sydney NSW 2000
Ecap Two Limited	C/O Clermont Consultants (CH) SA 20 Rue, Adrien-Lachenal Geneva 1207, Switzerland
Edoardo Bigazzi	180 Wardell Road, Marrickville NSW 2204
Richard Miller	16 Milton Avenue, Woollahra NSW 2025
GMBP Pty Ltd	8 Baden Road, Kurraba Point NSW 2089
Damon Pezaro	9 Mons Street, Vaucluse NSW 2030
Benjamin Lamb	6B Gordon Street, Caringbah NSW 2229

Aviad Eyal	Hatamar 11, Raanana, 4357111, Israel
International Group of Companies Pty Ltd	81A Cliff Avenue, Northbridge, NSW 2063
AirTree Ventures GP Pty Ltd	120B Underwood Street, Paddington NSW 2021
AirTree Ventures Opportunity Fund Trusco Pty Ltd	120B Underwood Street, Paddington NSW 2021
Matthew Bauld	22 Belgrave Street, Cremorne NSW 2090
Greg Moshal Pty Limited	Unit 5, 17 Cooper Street, Double Bay NSW 2028
Tubbin Investments Pty Ltd	89 Hewlett Street, Bronte NSW 2024
Square Peg Global Fund 2015 Pty Ltd	Level 1, 28 Claremont Street, South Yarra VIC 3141
Square Peg UGP Pty Ltd	Level 1, 28 Claremont Street, South Yarra VIC 3141

Signature

print name Beaumont Bertoli

capacity Director

sign here



date 14/06/2019

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.