

ASX ANNOUNCEMENT

28 June 2019

Funding Update and Board Changes

IncentiaPay Limited (ASX: INP) (**IncentiaPay** or the **Company**) provides the following update to the market:

1. The Company has fully repaid its term debt and overdraft facilities from the Commonwealth Bank of Australia;
2. The Company has drawn \$3.7m of the \$4.0m unsecured facility from Suzerain Holdings Limited (**Suzerain**), IncentiaPay's largest shareholder, and intends to draw the final \$0.3m principal amount today;
3. Following ongoing conversations with its major shareholders and advisers, the board has resolved not to pursue the proposed rights issue at this time as announced to market on 16 May 2019.
4. The Board continues to assess the future capital requirements of the Company; and
5. Suzerain and Hayaat Group, an associate of Mohammed Ikhlaq, the Company's second largest shareholder, have agreed to fund the short-term working capital requirements of the Company whilst the board considers alternative longer-term strategies and value creation initiatives for the Company.

Further, the Company is pleased to announce the appointment of Dr Charles Romito as a Non-Executive Director and nominee of Mohammed Ikhlaq. Dr Romito is a specialist in business transformation with a background in venture capital and strategy consulting, previously holding senior roles at McKinsey & Company. He holds a PhD in Technology and Innovation Management.

Lastly, the Company wishes to advise that Ms Naseema Sparks and Mr Christopher Berkefeld have resigned as directors of the Company, with immediate effect. The board thanks them for their service during a difficult transition and wishes them well. The new board has resolved to appoint Stephen Harrison as the incoming interim Chairman.

For further information, please contact:

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