



## **SHARE PURCHASE PLAN**

**LAYBUY GROUP HOLDINGS LIMITED**  
**ARBN 642 138 476**

**This is an important document and requires your immediate attention.**

You should read this booklet in full. Eligible Shareholders have the opportunity to participate in the Share Purchase Plan offer by applying for up to A\$30,000 of new Shares without incurring brokerage or other transaction costs. Details of the offer and how to participate are set out in this booklet.

If you have any doubts as to what you should do, please consult your stockbroker, solicitor, accountant or other professional adviser.

Applications for new Shares under the Share Purchase Plan must be received by 5.00pm (Sydney time) on 16 June 2021.

This booklet is dated 26 May 2021.

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

## OFFER AT A GLANCE

### Key dates:

Record Date <i>Date for determining Eligible Shareholders</i>	7.00pm on Tuesday 18 May 2021
Opening date <i>Offer under SPP opens</i>	Wednesday 26 May 2021
Special Meeting <i>Shareholder meeting to approve SPP</i>	10:00am (Sydney time) Thursday 10 June 2021
Closing Date <i>Offer under SPP closes</i>	5.00pm (Sydney time) on Wednesday 16 June 2021
Allotment Date <i>SPP Shares are issued</i>	Friday 25 June 2021
Quotation & Despatch Date <i>SPP Shares commence trading and confirmation of transaction despatched to holders of SPP Shares</i>	Monday 28 June 2021

*Note: The dates listed in this booklet are indicative only and Laybuy retains the right to vary them without advance notice. All times above are in Sydney time.*

### Key offer details:

Issue Price per SPP Share	A\$0.50 per SPP Share
Maximum application amount	A\$30,000
Minimum application amount	A\$1,000

### Important information:

This document is intended for use only in connection with the SPP offer to Eligible Shareholders in Australia or New Zealand. No action has been taken to permit an offering of Shares in any jurisdiction outside of Australia and New Zealand. The distribution of this document may be restricted by law and persons (including Custodians, trustees and nominees) who come into possession of this document should observe any such restrictions.

The SPP offer is made in New Zealand in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 which grant relief from the requirement for the Company to provide product disclosure statement disclosure under New Zealand law. This Booklet does not constitute a product disclosure statement and it has not been registered or filed with, or approved by, any New Zealand regulatory authority, and does not contain all the information that a product disclosure statement under New Zealand law is required to contain.

This document may not be distributed or released in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares in the United States or in any jurisdiction in which such an offer would be illegal. The Shares to be offered and sold under the SPP have not been, and will not be, registered under the

U.S. Securities Act of 1933, as amended (U.S. Securities Act), or the securities laws of any state or other jurisdiction of the United States, and no SPP Shares may be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States), except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The SPP Shares to be offered and sold under the SPP will only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act to persons that are not acting for the account or benefit of a person in the United States.

The SPP offer is not a recommendation to acquire SPP Shares. This document does not constitute financial product advice and does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Eligible Shareholders wanting to participate in the SPP should obtain independent advice in relation to the taxation and other consequences of an investment under the SPP before making a decision as to whether to participate in the SPP. A cooling-off regime does not apply in relation to the acquisition of Shares under the SPP.

## LETTER FROM THE CHAIR

26 May 2021

Dear Shareholder

### Offer of Shares under Share Purchase Plan

On behalf of the Board of Directors of Laybuy Group Holdings Limited (**Laybuy**), I am pleased to offer you the opportunity to participate in the Laybuy Share Purchase Plan (**SPP**) which was announced on Wednesday 19 May 2021. The SPP provides eligible holders of fully paid ordinary shares in Laybuy (**Shares**) the opportunity to apply for up to A\$30,000 of new Shares (**SPP Shares**), without paying any brokerage, commissions or other transaction costs.

The SPP aims to raise A\$5 million and is not underwritten. Laybuy may decide to accept applications (in whole or part) that result in the SPP raising less than this amount, in its absolute discretion. Should any scale back be necessary, it is Laybuy's intention that any scale back arrangements will be made having regard to the pro rata shareholdings of Eligible Shareholders who apply for SPP Shares. The SPP follows Laybuy's placement to institutional and sophisticated investors, which raised A\$35 million (**Placement**).

The SPP Shares are being offered at an Issue Price of A\$0.50 per SPP Share, being the same as the issue price under the Placement.

The SPP, together with the Placement, is being undertaken to enable Laybuy to:

- provide further funding to support the Company's growth strategies in the United Kingdom;
- invest in marketing and sales professionals to support the growth of the business in the United Kingdom;
- invest in technology and products to continue the development of Laybuy's product offering for both consumers and merchants; and
- support general working capital.

The SPP is contingent on Resolution 3 being approved by ordinary resolution and Resolution 4 being approved by special resolution at the meeting of shareholders of Laybuy to be held on Thursday 10 June 2021. As a result, the SPP will not proceed, and no shares will be issued under the SPP, unless shareholders approve Resolutions 3 and 4.

### Who is eligible to participate?

Participation in the SPP is optional. To be eligible to participate in the SPP, you must have been a registered holder of Shares at 7.00pm (Sydney time) on Tuesday 18 May 2021, and have a registered address in Australia or New Zealand. The SPP is also being extended to Eligible Shareholders who are Custodians to participate in the SPP on behalf of certain Eligible Beneficiaries on the terms and conditions set out in this Booklet.

Shareholders in the United States are not eligible to participate in the SPP. Persons (including Custodians, trustees and nominees) who hold Shares on behalf of persons residing outside Australia or New Zealand, or who are in the United States, or who are acting for the account or benefit of a person in the United States, are not entitled to participate in the SPP on behalf of those persons.

Once issued, SPP Shares will rank equally with existing Shares. The terms and conditions of the SPP are provided in this Booklet. I encourage you to read these materials in their entirety

and seek your own financial and taxation advice in relation to the SPP, before you decide whether to participate.

### **How to apply**

The SPP opens on Wednesday 26 May 2021 and is expected to close at 5.00pm (Sydney time) on Wednesday 16 June 2021.

To apply for SPP Shares, you must by **5.00pm (Sydney time) on Wednesday 16 June 2021**, either:

- make a payment directly via BPAY®, which is recommended by the Registry, as you do not need to return the Application Form enclosed with this Booklet if you choose this option; or
- complete and return the personalised Application Form enclosed with this Booklet, together with payment via cheque, bank draft or money order.

You may also obtain a copy of your personalised Application Form and this Booklet from the SPP website at [events.miraql.com/lby-offer](https://events.miraql.com/lby-offer).

### **Questions and further information**

It is important that you carefully read and consider all of the SPP materials (including this Booklet, the SPP rules and Application Form) before making any decision to participate in the SPP.

If you have any questions regarding the SPP, please call the Registry, Link Market Services Limited, between 8.30am and 5.00pm (Sydney time) Monday to Friday on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia). If you have any questions in relation to whether an investment in Laybuy through the SPP is appropriate for you, please contact your stockbroker, solicitor, accountant or other professional adviser.

We welcome your participation in the SPP and, on behalf of the board of Laybuy, I thank you for your ongoing support.

Yours sincerely



**Steven Fisher**  
**Chair**

## FREQUENTLY ASKED QUESTIONS

You should read this section in conjunction with the SPP Rules in this booklet.

### 1 What is the SPP?

The SPP allows Eligible Shareholders (defined below) to apply to purchase up to A\$30,000 worth of new Shares, without paying brokerage or other transaction costs, at the Issue Price described below.

The SPP is governed by the SPP Rules (set out later in this booklet) which contain the terms and conditions of the SPP, as well as some important definitions used throughout this booklet. SPP Shares will be listed and will rank equally in every respect with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements from the issue date.

### 2 Why is Laybuy issuing new Shares under the SPP?

Laybuy is issuing new Shares under the SPP to enable Laybuy to:

- provide further funding to support the Company's growth strategies in the United Kingdom;
- invest in marketing and sales professionals to support the growth of the business in the United Kingdom;
- invest in technology and products to continue the development of Laybuy's product offering for both consumers and merchants; and
- support general working capital.

Please refer to the ASX announcement on Wednesday 19 May 2021 for further details.

### 3 Is the SPP conditional?

Yes. The offer under the SPP is conditional upon Shareholders passing Resolutions 3 and 4 at the Company's special meeting scheduled to be held on Thursday 10 June 2021 (**Condition**).

If the Condition is not satisfied, the SPP will not proceed and payments for SPP Shares will be returned to applicants without interest. Refer to the Company's notice of meeting dated Tuesday 25 May 2021 for further details.

### 4 Am I an Eligible Shareholder?

All holders of Shares as at the Record Date with a Registered Address in Australia or New Zealand (**Eligible Shareholders**) are eligible to participate in the SPP.

The SPP is also being extended to Eligible Shareholders who are Custodians to participate in the SPP on behalf of Eligible Beneficiaries on the terms and conditions provided in this booklet (see section 3 of the SPP Rules).

Shareholders in the United States are not eligible to participate in the SPP. Persons (including Custodians, trustees and nominees) who hold Shares on behalf of persons residing outside Australia or New Zealand or who are in the United States, or who are acting for the account or benefit of a person in the United States, are not entitled to participate in the SPP on behalf of those persons.

**5 Do I have to participate in the SPP?**

Participation in the SPP is optional. If you do not wish to participate, then you are not required to take any further action.

**6 Can my offer under the SPP be transferred to another person?**

No. You cannot transfer your right under this offer to apply for SPP Shares.

**7 What is the Issue Price?**

The Issue Price is A\$0.50 per SPP Share.

**8 How much can I invest and how many SPP Shares will I receive?**

Eligible Shareholders may apply for SPP Shares in parcels valued at A\$1,000, A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500, A\$15,000, A\$20,000, A\$25,000 or A\$30,000.

The number of SPP Shares issued to an applicant will be rounded down to the nearest whole number after dividing the application monies by the Issue Price, subject to any Scale Back applied in accordance with this booklet. The balance of any application money that is not applied to acquire SPP Shares (as a result of rounding or Scale Back) will be refunded to you without interest unless the amount is less than A\$5.00.

Should Laybuy decide to apply a Scale Back, it is Laybuy's intention that any Scale Back arrangements will be made having regard to the pro rata shareholdings of Eligible Shareholders who apply for SPP Shares. If this happens you may be issued SPP Shares to a value that is less than the value of SPP Shares you applied for and the difference will be refunded to you (without interest) in accordance with this booklet.

**9 What costs are associated with the SPP?**

No brokerage, commissions or other transaction costs are payable by Eligible Shareholders in relation to the application for, and the issue of, SPP Shares.

**10 What risks are associated with investing under the SPP?**

You should note that if you apply to participate in the SPP, you are accepting the risk that the market price of Shares may rise or fall between the date of this booklet and the time of issue of SPP Shares under the SPP. This means that the price you pay for the SPP Shares issued to you may be less than or more than the market price of Shares at the date of this booklet or the time of issue. Your application is unconditional and may not be withdrawn even if the market price of Shares changes after you lodge your application.

There are also a number of other risks associated with an investment in SPP Shares. Further details about these risks and Laybuy generally are included in the 'Key Risks' section of the Laybuy's investor presentation released to the ASX on Wednesday 19 May 2021, which you are encouraged to read.

Laybuy is a disclosing entity for the purposes of the Act and, as a result, is subject to regular reporting and disclosure obligations under the Act and the ASX Listing Rules. Copies of Laybuy's ASX announcements can be found on the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX code: LBY) or at [laybuyinvestors.com/investor-centre](http://laybuyinvestors.com/investor-centre).

## **11 What do I do if I receive more than one Application Form?**

Eligible Shareholders who receive more than one Application Form under the SPP or who are able to participate in the SPP as an Eligible Beneficiary of an eligible Custodian (e.g. where an Eligible Shareholder holds Shares in more than one capacity), may apply on different Application Forms for SPP Shares, however the total aggregate amount that is applied for must not exceed A\$30,000.

## **12 How do I apply?**

If you wish to participate in the SPP please follow the instructions on the Application Form enclosed with this booklet.

You may also obtain a copy of your personalised Application Form and this Booklet from the SPP website at [events.miraql.com/lby-offer](https://events.miraql.com/lby-offer).

To apply you need to do one of the following.

### Option 1: Apply by BPAY®

This is the fastest and easiest way to apply and is recommended by the Registry in light of potential delays to postal services caused by the COVID-19 pandemic, as you do not need to return the Application Form enclosed with this booklet if you choose this option.

To apply by BPAY®, you must:

- use the unique reference number printed on your Application Form;
- be an account holder with an Australian branch of a financial institution; and
- ensure that your payment for the appropriate amount is received by the Registry before 5.00pm (Sydney time) on Wednesday 16 June 2021. Financial institutions may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. You may also have your own limit on the amount that you can pay via BPAY®. It is your responsibility to check that the amount you wish to pay via BPAY® does not exceed your limit.

Once payment is submitted, you will not be able to withdraw, revoke or amend your application or BPAY® payment.

### Option 2: Pay by cheque, bank draft or money order

You can complete the Application Form enclosed with this booklet and return it together with a cheque, bank draft or money order in payment for the SPP Shares in the enclosed reply paid envelope to:

#### **Mailing address:**

Laybuy Group Holdings Limited  
c/o- Link Market Services Limited  
GPO Box 3560  
Sydney NSW 2001  
Australia

Cheques, bank drafts and money orders must be denominated in Australian dollars, made payable to "Laybuy Group Holdings Limited" and crossed "Not Negotiable".

Shareholders in New Zealand will need to affix the appropriate postage to the reply envelope.

All payments and applications must be received no later than 5.00pm (Sydney time) on 16 June 2021.

**13 How do I apply if I did not receive a booklet or Application Form?**

If you are an Eligible Shareholder but have not received a booklet or an Application Form, you should contact the Registry between 8.30am and 5.00pm (Sydney time) Monday to Friday on 1300 554 474 if calling from within Australia or +61 1300 554 474 if calling from outside Australia. All payments will be held on trust by the Registry and will be returned to applicants (without interest) if the condition referred to in paragraph 3 above is not satisfied.

**14 Can I withdraw or revoke my application for SPP Shares?**

Applications and payments may not be withdrawn or revoked once received by Laybuy.

**15 Is the SPP underwritten?**

No.

**16 Who do I contact with further questions?**

If you have any questions in relation to the SPP, please call the Registry between 8.30am and 5.00pm (Sydney time) Monday to Friday, on 1300 554 474 if calling from within Australia or +61 1300 554 474 if calling from outside Australia.

You can also visit Laybuy's investor centre at [laybuyinvestors.com/investor-centre](http://laybuyinvestors.com/investor-centre) and read Laybuy's ASX announcements at [www.asx.com.au](http://www.asx.com.au). If you have any questions in relation to whether an investment in Laybuy through the SPP is appropriate for you, please contact your stockbroker, solicitor, accountant or other professional adviser.

<p><b>Applications must be received before 5:00pm (Sydney time) on Wednesday 16 June 2021.</b></p>
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## SPP RULES

### 1 DEFINITIONS AND INTERPRETATIONS

- 1.1 When used in this booklet (including these SPP Rules), except to the extent that the context otherwise requires:

**Act** means the *Corporations Act 2001* (Cth);

**Application** means an application for SPP Shares made in accordance with clause 5;

**Application Form** means a personalised application form pursuant to which Eligible Shareholders may apply for Shares under the SPP;

**ASIC** means the Australian Securities and Investments Commission;

**ASX** means Australian Securities Exchange or ASX Limited, as applicable;

**ASX Listing Rules** means the listing rules of ASX;

**Beneficiary** means a person on whose behalf a Custodian is holding Shares at the Record Date;

**BPAY®** means the electronic payment facility by that name;

**Closing Date** has the meaning given in clause 2.4;

**Condition** has the meaning given in clause 3;

**Custodian** means has the meaning given in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547;

**Custodian Certificate** has the meaning given in clause 4.7;

**Eligible Beneficiary** means a Beneficiary with a registered address in either Australia or New Zealand, provided that such Beneficiary is not in the United States or acting for the account or benefit of a person in the United States (to the extent such Beneficiary is acting for the account or benefit of a person in the United States);

**Eligible Shareholder** means a holder of Shares in Laybuy as at the Record Date with a Registered Address in Australia or in New Zealand, provided that such holder is not in the United States or acting for the account or benefit of a person in the United States (to the extent such holder is acting for the account or benefit of a person in the United States);

**Issue Price** means A\$0.50 per SPP Share;

**Laybuy** means Laybuy Group Holdings Limited ARBN 642 138 476;

**Meeting** means the special meeting of Shareholders that is scheduled to be held on or about Thursday 10 June 2021;

**Notice of Meeting** means the notice of meeting for the Meeting dated Tuesday 25 May 2021;

**Registered Address** means the address of an Eligible Shareholder as shown in the Share Register;

**Record Date** means 7.00pm (Sydney time) on Tuesday 18 May 2021;

**Registry** means Link Market Services Limited;

**Scale Back** means that Laybuy may in its absolute discretion issue to applicants less than the number of SPP Shares they have applied for;

**Share** means a fully paid ordinary share in Laybuy;

**Shareholder** means a shareholder in Laybuy;

**Share Register** means the register of all holders of Shares in Laybuy maintained by the Registry;

**SPP or Share Purchase Plan** means this share purchase plan;

**SPP Rules** means these rules and includes the Application Form; and

**SPP Shares** means the Shares that will be issued under the SPP.

1.2 Words importing the singular include the plural and vice versa, words importing any gender include other genders and 'person' includes a corporation.

1.3 A reference to dollars, A\$ or \$ is a reference to Australian dollars.

## **2 OFFER TIMETABLE**

2.1 This offer is dated and taken to be made on Wednesday 26 May 2021.

2.2 This offer opens on Wednesday 26 May 2021.

2.3 Subject to clause 4.2, only Eligible Shareholders will be eligible to participate in the SPP.

2.4 This offer closes at 5.00pm (Sydney time) on Wednesday 16 June 2021 or such other time and date as determined by Laybuy and announced in writing to holders of Shares (**Closing Date**). All Application Forms and payments for the SPP Shares applied for must be received by the Registry before the Closing Date.

2.5 It is intended that SPP Shares will be issued on or about Friday 25 June 2021 (**Allotment Date**) and confirmations will be sent to those holders who participated in the SPP by Monday 28 June 2021.

2.6 Laybuy has the discretion to change, at any time, any of these dates, regardless of whether the offer has opened or Applications have been received.

## **3 CONDITION**

3.1 The offer under the SPP is conditional upon Shareholders approving Resolutions 3 and 4, included in the Notice of Meeting, at the Meeting (**Condition**).

3.2 If the Condition is not satisfied by the Closing Date (as extended, if applicable), then the SPP will not proceed and any payments for SPP Shares received by Laybuy will be refunded (without interest) in accordance with clause 12.

## **4 PARTICIPATION IN THE PLAN**

4.1 Participation in the SPP is subject to these SPP Rules. The offer made under this SPP is made only to Eligible Shareholders.

- 4.2 Holders of Shares (including Custodians, trustees and nominees) who hold Shares on behalf of persons residing outside Australia or New Zealand, or who are in the United States, or who are acting for the account or benefit of a person in the United States are not entitled to participate in the SPP on behalf of those persons.
- 4.3 This offer is non-renounceable, which means Eligible Shareholders are not permitted to transfer their rights under this offer to any other person.
- 4.4 Laybuy may accept or reject an Application in its absolute discretion. Reasons why Laybuy may reject an Application include (but are not limited to) the following:
- (a) Laybuy considers that the Application (whether alone or in conjunction with other Applications) does not comply, or it is not reasonably satisfied that the Application (whether alone or in conjunction with other Applications) complies, with the requirements of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (as otherwise amended, replaced or supplemented) or any other requirements in the ASX Listing Rules or the Act;
  - (b) a cheque is dishonoured, or the cheque, bank draft or money order provided with the Application is not made out for the amount corresponding to the value of the parcel of the SPP Shares applied for;
  - (c) a BPAY® payment is incomplete or invalid;
  - (d) an Application Form is incomplete, incorrect or otherwise determined by Laybuy to be invalid;
  - (e) an Application is received after the Closing Date;
  - (f) an Application is made by a Custodian and does not include the required Custodian Certificate; or
  - (g) Laybuy believes that a person not eligible to participate in the offer under the SPP has made the Application.

Where Laybuy rejects an Application, Laybuy will promptly return to the Eligible Shareholder any relevant Application money provided by the Eligible Shareholder to Laybuy (without interest) in accordance with clause 12.

- 4.5 Eligible Shareholders may apply for SPP Shares in parcels valued at A\$1,000, A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500, A\$15,000, A\$20,000, A\$25,000 or A\$30,000. In the absence of a Scale Back, Laybuy will divide the Application money of an Eligible Shareholder by the Issue Price in order to determine the number of SPP Shares for which they have applied (rounded down to the nearest whole number of SPP Shares). If Laybuy receives an amount that does not equal one of the amounts specified above, Laybuy may either:
- (a) reject the Application and refund in full the Application money (without interest) to the Eligible Shareholder; or
  - (b) apply the dollar amount of the payment to the highest designated parcel that is less than the amount of the payment and refund the excess Application money (without interest) to the Eligible Shareholder (except that any excess amount of A\$5.00 or less will be retained by Laybuy and not refunded),

in each case in accordance with clause 12.

- 4.6 Eligible Shareholders that receive more than one Application Form under the SPP (for example, if the Eligible Shareholder has more than one holding but under separate accounts) may apply on different Application Forms but may not make an Application

which will result in the Eligible Shareholder applying for more than A\$30,000 worth of SPP Shares.

4.7 If an Eligible Shareholder is a Custodian, the Custodian may apply for up to A\$30,000 in SPP Shares on behalf of each Eligible Beneficiary, subject to providing a notice in writing to Laybuy certifying the following (a **Custodian Certificate**):

- (a) either or both of the following:
  - (i) that the Custodian holds Shares on behalf of one or more other persons (each a **participating beneficiary**) that are not Custodians; and/or
  - (ii) that another Custodian (the **Downstream Custodian**) holds beneficial interests in Shares on behalf of one or more other persons that are not in the United States or acting for the account or benefit of a person in the United States (each a **participating beneficiary**), and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian,  
  
on the Record Date and that each participating beneficiary has subsequently instructed the following persons:
    - (iii) where paragraph (a)(i) applies – the Custodian; and
    - (iv) where paragraph (a)(ii) applies – the Downstream Custodian,  
  
to apply for SPP Shares on their behalf under the SPP;
- (b) the number of participating beneficiaries;
- (c) the name and address of each participating beneficiary;
- (d) in respect of each participating beneficiary:
  - (i) where paragraph (a)(i) applies – the number of Shares that the Custodian holds on their behalf;
  - (ii) where paragraph (a)(ii) applies – the number of Shares to which the beneficial interests relate;
- (e) in respect of each participating beneficiary:
  - (i) where paragraph (a)(i) applies – the number or dollar amount of SPP Shares which they instructed the Custodian to apply for on their behalf; and
  - (ii) where paragraph (a)(ii) applies – the number or dollar amount of SPP Shares they instructed the Downstream Custodian to apply for on their behalf;
- (f) that there are no participating beneficiaries in respect of which the total of the application price for the following exceeds A\$30,000:
  - (i) the SPP Shares applied for by the Custodian on their behalf in accordance with the instructions referred to in paragraph (e) above; and

- (ii) any other Shares issued to the Custodian in the 12 months before the Application as a result of an instruction given by them to the Custodian or to the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP;
  - (g) that a copy of the written offer document was given to each participating beneficiary; and
  - (h) where paragraph (a)(ii) above applies – the name and address of each Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each participating beneficiary.
- 4.8 Custodians wishing to participate on behalf of beneficiaries should contact the Registry on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia) to request a Custodian Certificate.
- 4.9 A person that holds Shares as a trustee or nominee for another person, but is not a Custodian (as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547) cannot participate for beneficiaries in the manner described in clause 4.7. In such cases, the rules in clause 4.6 apply.
- 4.10 Eligible Shareholders that are joint holders of Shares in Laybuy will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and an Application, and certification as part of the Application Form, by one joint holder will be effective in respect of the other joint holders.

## **5 APPLICATION TO PARTICIPATE**

- 5.1 To participate in the SPP, an Eligible Shareholder must either:
- (a) complete an Application Form and return it to the Registry together with payment by cheque, bank draft or money order; or
  - (b) make payment by BPAY®,

in accordance with the instructions in this booklet and the Application Form.

All Applications and payments must be received by the Registry by 5.00pm (Sydney time) on the Closing Date.

- 5.2 Applications and payments may not be withdrawn once received by Laybuy.

## **6 OPERATION OF THE PLAN**

- 6.1 By submitting an Application (including by making payment by BPAY®), an Eligible Shareholder or such person acting on such Eligible Shareholder's behalf certifies, represents and warrants on its behalf and on behalf of each person on whose account it is or may be acting that:
- (a) it is (or the person on whose account it is or may be acting is) an Eligible Shareholder;
  - (b) it has read and understood this booklet and the Application Form;
  - (c) it agrees that all details and statements in the Application are complete and accurate;

- (d) the Eligible Shareholder or such person acting on such Eligible Shareholder's behalf does not make the Application for any other person in circumstances which might involve any breach of securities laws of any jurisdiction;
  - (e) it understands and agrees that the offer and sale of the SPP Shares has not been and will not be registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, or in any other jurisdiction outside Australia or New Zealand, and, accordingly, no SPP Shares may be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States), except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act;
  - (f) it understands and agrees that the SPP Shares to be offered and sold under the SPP will only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act to persons that are not acting for the account or benefit of a person in the United States;
  - (g) it agrees to be bound by the terms of this booklet, the provision of this booklet (and the Application Form) and Laybuy's constitution;
  - (h) the total price of all SPP Shares purchased (or applied for) by the Eligible Shareholder, or which the Eligible Shareholder has instructed a Custodian to acquire on its behalf, under this offer and/or any similar offer made by Laybuy in the 12 months prior to the date of submission of the Application Form, does not exceed A\$30,000;
  - (i) Laybuy is not liable for any exercise of its discretions referred to in the SPP Rules;
  - (j) it is not engaged in the business of distributing securities; and
  - (k) it has not, and it agrees that it will not, send this booklet, an Application Form or any other materials relating to the SPP to any person in the United States or to any person acting for the account or benefit of a person in the United States.
- 6.2 Each Eligible Shareholder or such person acting on such Eligible Shareholder's behalf that makes an Application:
- (a) authorises Laybuy to correct any minor errors in its Application Form and to complete the Application Form by inserting any missing minor detail;
  - (b) acknowledges that Laybuy may determine that an Application Form is valid, in accordance with the SPP Rules, even if the Application Form is incomplete, contains errors or is otherwise defective.

## **7 ISSUE PRICE**

- 7.1 The Issue Price is A\$0.50 per SPP Share.
- 7.2 Each Eligible Shareholder acknowledges the risk that the market price of Shares may increase or decrease between the date of the offer and the date of issue, which may mean that the Issue Price paid for the SPP Shares may exceed or be less than the market price for the Shares on the date of issue.
- 7.3 The current market price of the Shares can be found on the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX code: LBY).

## **8 RIGHTS ATTACHING TO SPP SHARES**

- 8.1 SPP Shares will rank equally in all respects with existing Shares quoted on the ASX.
- 8.2 Laybuy will apply for the SPP Shares to be quoted on ASX.

## **9 COST OF PARTICIPATION**

- 9.1 Subject to clause 9.2, no brokerage, commission or other transaction costs will be payable by an Eligible Shareholder in respect of the application for, and the issue of, SPP Shares.
- 9.2 In the event of a change in legislation or regulation so that, at the date of any issue of SPP Shares, stamp duty or any other tax or duty is payable in respect thereof, the amount of such stamp duty or other tax or duty shall be paid by the Eligible Shareholder to whom the SPP Shares are issued and, in respect of each such SPP Share, included in the calculation of the Issue Price.

## **10 NON-PARTICIPATION**

- 10.1 Participation in the SPP is voluntary. It shall be a matter for each Eligible Shareholder to determine whether or not they make an Application for SPP Shares.

## **11 SCALE BACK**

- 11.1 The amount that each Eligible Shareholder can apply for under the SPP is capped at A\$30,000. The SPP aims to raise up to A\$5 million, however Laybuy may decide to accept Applications (in whole or in part) that result in the SPP raising less than this amount, in its absolute discretion.
- 11.2 Should any Scale Back be necessary, it is Laybuy's intention that any Scale Back arrangements will be made having regard to the pro rata shareholdings of Eligible Shareholders who apply for SPP Shares. If the Scale Back produces a fractional number of SPP Shares when applied to a parcel of SPP Shares, the number of SPP Shares allocated will be rounded down to the nearest whole number of SPP Shares.
- 11.3 If Laybuy undertakes a Scale Back, the difference between the Application monies received, and the number of SPP Shares issued to you multiplied by the Issue Price, will be refunded to you (without interest) in accordance with clause 12.

## **12 REFUNDS**

- 12.1 All payments will be held on trust by the Registry and will be returned to applicants (without interest) if the condition referred to in paragraph 3 above is not satisfied.
- 12.2 If you are entitled to a refund of all or any of your Application monies (and the refund amount is greater than A\$5.00 after any scaling or rounding), the refund will be paid, without interest, as soon as practicable:
  - (a) by direct debit to your nominated bank account (as recorded by the Registry) or by cheque sent to your Registered Address; or
  - (b) by returning the Eligible Shareholder's Application Form and cheque, bank draft or money order, if not processed, to your Registered Address.

### **13 COMPLIANCE WITH ASIC INSTRUMENT**

- 13.1 The offer of SPP Shares is made in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 which grants relief to provide prospectus disclosure in relation to a share purchase plan.

### **14 WAIVER, VARIATION, SUSPENSION AND WITHDRAWAL**

- 14.1 Laybuy may determine appropriate procedures for administration and implementation of the SPP consistent with the SPP Rules and to settle any difficulty which may arise generally or in a particular case, in relation to the SPP, as Laybuy thinks fit. Any such determination will bind all Eligible Shareholders and other persons to whom the determination relates.
- 14.2 Laybuy may in its absolute discretion:
- (a) waive compliance with any provisions of the SPP Rules;
  - (b) amend or vary the SPP and/or the SPP Rules; or
  - (c) suspend or withdraw the offer at any time.
- 14.3 Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Shareholders, even where Laybuy does not give notice of the event.
- 14.4 Laybuy and its officers and employees will not be responsible or liable whatsoever for any act or omission (including for negligence) arising from or in connection with operation of the SPP.

### **15 TAXATION**

- 15.1 Laybuy makes no representations or warranties in respect of, and accepts no responsibility for, the liability of Eligible Shareholders to pay, any tax (including income tax and withholding tax) in respect of any issue of SPP Shares, payment or other transaction pursuant to this SPP.

### **16 UNDERWRITING**

- 16.1 The SPP will not be underwritten.

### **17 PRIVACY**

- 17.1 Laybuy and the Registry may collect personal information to process your application, implement the SPP and administer your holding of Shares. The personal information contained in the Share Register is also used to facilitate payments and corporate communications (including financial results), annual reports and other information to be communicated to Shareholders, and to ensure compliance with legal and regulatory requirements, including securities and taxation laws.
- 17.2 Your personal information may be disclosed to joint investors, the Registry, securities brokers, third party service providers (including print and mail service providers, technology providers and professional advisers), related entities of Laybuy and its agents and contractors, and ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the taxation authorities and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.



- 17.3 A copy of the Registry's privacy policy is available on its website at [www.linkgroup.com/docs/Link\\_Group\\_Privacy\\_Policy.pdf](http://www.linkgroup.com/docs/Link_Group_Privacy_Policy.pdf).

## **18 GOVERNING LAW**

- 18.1 These SPP Rules are governed by the laws of New South Wales, Australia.
- 18.2 Any dispute arising out of or in connection with these SPP Rules, or the offer of SPP Shares, will be determined by the courts in New South Wales. By accepting the SPP offer, Eligible Shareholders agree to submit to the exclusive jurisdiction of the courts in New South Wales.

**IID:**  
**SRN/HIN:**  
**Entitlement Number:**  
**Record Date:** 18 May 2021  
**Offer Opens:** 26 May 2021  
**Issue Price per Share:** A\$0.50

**Offer Closes**  
**5:00pm (AEST):** 16 June 2021

## SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

### How do I apply for Shares under this offer?

- Carefully read the SPP Offer Booklet accompanying this form.
- Decide on the amount you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined in the SPP Offer Booklet and further important instructions on the reverse of this form.
  - Option 1: Paying by BPAY®.
  - Option 2: Paying by Cheque, Bank Draft or Money Order.
- Payments must be in Australian dollars, for A\$1,000, A\$2,500, A\$5,000, A\$7,500, A\$10,000, A\$12,500, A\$15,000, A\$20,000, A\$25,000 or A\$30,000.

### PAYMENT OPTIONS

#### Option 1: Paying by BPAY®

If paying by BPAY®, you do **NOT** need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5:00pm (AEST) on 16 June 2021. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your Application Payment.

If you make a payment by BPAY® and Laybuy Group Holdings Limited receives an amount which is not between A\$1,000 and A\$30,000, Laybuy Group Holdings Limited will round down the number of Shares applied for to the maximum number of Shares you can apply for. Your payment must be for a minimum of A\$1,000.



**Biller Code:** 350629

**Ref:**

#### Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au

® Registered to BPAY Pty Ltd ABN 69 079 137 518

#### Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- Complete the number of Shares you wish to apply for at the Issue Price of A\$0.50 per Share.
- Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the amount applied for in section A of the Acceptance Slip multiplied by the Issue Price of A\$0.50 per Share. Cheques, bank drafts or money orders must be denominated in Australian dollars, made payable to "Laybuy Group Holdings Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to your application amount Laybuy Group Holdings Limited will round down the number of Shares that you are applying for equal to your payment. Your payment must be for a minimum of A\$1,000 and maximum of A\$30,000.
- Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

**THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.**

*Please detach and enclose with payment*



**IID:**

**SRN/HIN:**

**Entitlement Number:**



**A** I/We wish to purchase a parcel of Shares to the value of

**B** Payment amount  
(Multiply the number in section A by A\$0.50)

**A\$**

**B** Make your cheque, bank draft or money order payable to "Laybuy Group Holdings Limited" and crossed "Not Negotiable"

Drawer

Cheque Number

BSB Number

Account Number

Amount of Cheque





**A\$**  **.00**

**C** Telephone Number – Business Hours

Telephone Number – After Hours

Contact Name

## IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Offer Booklet and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of “custodian” in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 you must complete and submit an additional Schedule that contains additional certifications and details that must be provided (“the Schedule”) before your Application will be received. The Schedule can be obtained by contacting the Laybuy Group Holdings Limited SPP Offer Information Line. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
  - the parcel of New Shares indicated on this Application Form or BPAY® payment; and
  - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$30,000.
7. Laybuy Group Holdings Limited reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as Laybuy Group Holdings Limited may scaleback applications in its discretion.

### How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

#### Mailing Address

Laybuy Group Holdings Limited  
C/- Link Market Services Limited  
GPO Box 3560  
Sydney NSW 2001

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (AEST) on 16 June 2021. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Laybuy Group Holdings Limited reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

If you require information on how to complete this Acceptance Slip please contact the Laybuy Group Holdings Limited SPP Offer Information Line on 1300 554 474 if calling within Australia or +61 1300 554 474 if calling from outside of Australia.