

Laybuy Group Holdings Limited (ASX: LBY)**Substantial Holder Notice**

28 May 2021

Laybuy Group Holdings Limited (**Company**) confirms it is aware of the following changes to the percentage of voting power held by its Substantial Holders. The changes in voting power result from the issue of further shares by the Company on 26 May 2021 pursuant to tranche 1 of the placement announced to the ASX on 19 May 2021. The number of shares held by each of the Substantial Holders referred to in this notice remains unchanged.

| Name | Date of becoming substantial holder | Fully paid ordinary shares held when last notice lodged | Fully paid ordinary shares held as at 26 May 2021 | Percentage of voting power in last notice lodged | Percentage of voting power as at 26 May 2021 |
|---|-------------------------------------|---|---|--|--|
| Gary and Robyn Rohloff | 07/09/20 | 51,531,420 | 51,531,420 | 29.54% | 25.68% |
| Pioneer Capital III Nominees Limited ¹ | 03/02/21 | 44,450,675 | 44,450,675 | 25.48% | 22.16% |

For the purposes of this notice, Substantial Holders are security holders who, together with their associates, have a relevant interest (within the meaning of section 608 of the Corporations Act, were it to apply to the Company) in 5% or more of the ordinary shares in the Company.

¹ A non-executive director of the Company, Craig Styris, also has a relevant interest in these shares. The registered holder of the shares, Pioneer Capital III Nominees Limited (Pioneer), is owned (via a chain of wholly-owned subsidiaries) by a New Zealand limited partnership called Pioneer Capital Partners III LP, which is managed by Pioneer Capital, a New Zealand-based growth equity firm through a company named Pioneer Capital Management Limited. Mr Styris, as trustee of the C Styris Trust, holds an indirect 30% interest in Pioneer Capital Management Limited. In addition, Mr Styris has a relevant interest in a further 45,043 fully paid ordinary shares in the Company held by Custodial Services Limited as nominee for Styris Investments Limited. Pioneer does not have a relevant interest in these shares. Mr Styris therefore continues to have an aggregate relevant interest in 44,495,718 fully paid ordinary shares in the Company, as disclosed in the Appendix 3X lodged for Mr Styris on 9 September 2020, representing voting power of 22.18%.

This announcement was approved for release by Jonathan Swain, Company Secretary

