

ASX ANNOUNCEMENT (ASX: LBY)

10 June 2021

Special Shareholder Meeting presentations

Attached are copies of the following materials to be presented at the Special Shareholder Meeting of Laybuy Group Holdings Limited (**ASX: LBY**) to be held via online platform at 10.00am AEST/12.00pm NZT today:

1. script of Chairman's address;
2. script of CEO's address; and
3. presentation slides to accompany the above addresses.

For more information, please contact:

Jonathan Swain
Company Secretary
Email: investors@laybuy.com

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

About Laybuy

Launched in 2017, Laybuy is a rapidly growing fintech company providing buy now, pay later services partnering with over 9,000 retail merchants. Laybuy is available in New Zealand, Australia, the UK and the USA. The unique, fully integrated payment platform is helping to revolutionise the way consumers spend. Laybuy is simple. Customers can shop now, receive their purchase straight away, and pay it off over six weekly payments without paying interest. For more information visit laybuyinvestors.com.



LAYBUY GROUP HOLDINGS LIMITED

2021 SPECIAL SHAREHOLDER MEETING – CHAIRMAN AND CEO’S SCRIPT

THURSDAY 10 JUNE 2021, 10.00AM AEST MIDDAY NZT

1. CHAIRMAN’S ADDRESS – STEVEN FISHER & CRAIG STYRIS

[Steven Fisher]

Ladies and Gentlemen, welcome to this Special Shareholder Meeting of Laybuy Group Holdings Limited, the first shareholder meeting since our IPO in September 2020.

I am Steven Fisher, Chairperson of the Laybuy Board. Unfortunately, due to the COVID-19 lockdown in Melbourne, where I live, I am unable to access the necessary AV facilities that would enable me to chair today’s virtual meeting. As a result, the members of the Board attending the meeting today have elected Non-Executive Director Craig Styris to act as chairperson of today’s special meeting of shareholders. I will now hand over to Craig to continue the business of the meeting.

[Craig Styris]

Thank you Steve.

It is now 10.00am Australian Eastern Standard Time, and midday in New Zealand, the nominated time for the meeting. I have been advised that a quorum is present and so I am pleased to declare the meeting open.

The Notice of Meeting was given to shareholders and lodged with the ASX on 25 May 2021. The Notice of Meeting sets out details of each of the Resolutions to be considered at today’s meeting. The Notice includes an Explanatory Memorandum that

sets out information about why each Resolution is being proposed, and the consequences if each Resolution is, or is not, approved.

I propose to take the Notice of Meeting and the Explanatory Memorandum as read.

Shareholders were also provided with a Proxy Form and a link to the Virtual Meeting Online Guide providing instructions on how to ask questions and vote at this meeting through the online platform.

I will remind shareholders of the arrangements for questions and voting when we get to the formal business of the meeting.

If you lose connection to the meeting at any time, you can log back into the Online Platform by returning to the Link Log-In page and following the prompts. You will then receive an automated email with a recovery link for you to click on. Click on this link to re-connect to the meeting.

Alternatively, please call our share registry provider, Link Market Services, on the Australian or New Zealand numbers printed at the bottom of the Virtual Meeting Online Guide.

Here with me in Auckland today are Gary Rohloff, Managing Director and Chief Executive Officer and Katrina Kirkcaldie, Chief Financial Officer. Gary will address the meeting shortly.

As you have already heard, Steve Fisher is on an audio link from Melbourne, and Non-Executive Director Mark Haberlin and Company Secretary Jonathan Swain are also attending the meeting via the Online Platform.

The agenda for today's meeting is set out on the slide now on your screens. Gary will start by talking about raising of capital to support the UK growth opportunity for Laybuy.

I will then cover the formal business of the meeting, which is to seek approval for 4 resolutions in connection with the capital raising.

We will take questions on the specific business of this meeting during consideration of the 4 resolutions. We will also take questions on any general business that you may have at the end of this meeting.

Please also note that we will hold our Annual Shareholder Meeting at the end of August. At that meeting we will provide shareholders with a more detailed update on our FY21 operating performance and strategic direction and there will be a further opportunity to ask questions on general business. We will also invite you to email investors@laybuy.com at any time if you have questions about our business.

I will now hand over to Gary Rohloff.

2. CEO ADDRESS – GARY ROHLOFF

Thank you, Craig, and welcome fellow shareholders to this Special Shareholder Meeting.

Let me start by thanking each of you for the strong support you have given Laybuy since we listed last year. I know many of you have been on our register since our IPO, while some of you have joined a little later.

Since our IPO, in which we raised a net amount of 40 million Australian Dollars to fund the next stage of our growth, I am pleased to say we have grown strongly. Despite this growth, it does need to be acknowledged that the share price hasn't performed as we would have liked. While there are a number of reasons for this, I want to begin by

saying that both the Board and I are as disappointed and frustrated about this as many of you will be.

I also want to reassure you that our absolute focus remains on delivering improved shareholder value by controlling the controllable and maintaining an absolute focus on delivery and growth.

Critical to this is accelerating continued growth in the UK market. The UK presents an enormous opportunity for Laybuy and will act as our growth engine. We have achieved growth of over 500% year-on-year in the UK and are seeking to accelerate this growth further, capturing a larger market share in the process.

But to do this, and take maximum advantage of the opportunity presented, we need to raise additional capital, which is why we are holding this Special Meeting to seek your approval to raise 40 million Australian Dollars of new capital.

Unlike many other providers who are targeting the US market, our focus remains firmly on the UK. While it is true the US market might be a larger market, the UK is underestimated.

It is more than twice the size of the Australian market and it is a market where a higher proportion of spending is done online. We know that the pandemic has only accelerated the shift to online shopping, so online retail spending will now be much higher.

And with the launch of new innovations, such as our Tap to Pay technology in the UK, we expect to grow market share further by enabling consumers to more easily use Laybuy in-store and well as online.

Our strategy of a strong focus on the UK market is delivering results, with Laybuy nearly doubling in size in the past year alone.

This growth is reflected across all of our key metrics.

Gross Merchandise Value or GMV, which is the total value of all customer transactions made through Laybuy, is up 159% year on year to \$589 million. In the UK alone, GMV was up 504%.

Our revenue was up 138% to \$32.6 million for the year, while our Net Transaction Margin (which is essentially our gross profit) increased to 1.8%, compared to break-even in FY20. This was driven by improvements in default rates.

Already we are seeing Gross Merchandise Value growth continuing strongly into FY22, and this momentum is putting us on track to deliver GMV in excess of one billion dollars in the upcoming year.

I am proud to say we have delivered ahead of the consensus expectations of analysts who follow Laybuy, in terms of both revenue and Net Transaction Margin.

We have also added a record number of new customers and new merchants, with active customers up 88% year-on-year to 353,000, while active merchants increasing 75% to 9,126.

Since our IPO, we have also launched our Tap to Pay digital in-store solution in partnership with Mastercard, in New Zealand and Australia, with a launch in the UK scheduled in the coming weeks.

Prior to the IPO we also entered into exclusive partnerships with top-tier football clubs Arsenal, Manchester United and Manchester City, which provide a unique opportunity

to leverage our brand off their global brands and provide promotion opportunities to their base of followers on social media and other channels.

Manchester United alone has over 1.1 billion global fans and followers, with more than 36 million Instagram and 73 million Facebook followers.

Finally, we have entered into strategic partnerships with Rakuten, AWIN and Sovrn that will see our customers have access to more than 5,000 new merchants in the UK, including household brands such as ASOS, Nike, Marks & Spencer, Amazon, Booking.com and Easyjet to name just a few.

As a result of this work, Laybuy is now widely recognised as one of the top three Buy Now Pay Later providers in the UK, a significant achievement given we only launched in that market in 2019.

We have already partnered with some of the UK's largest and most influential retail brands, with a number of new brands signed to offer Laybuy from early FY22 including Debenhams, Dorothy Perkins, Wallace, Fanatics and Ticketmaster Sport.

The partnership agreements mentioned previously with Rakuten, AWIN and Sovrn grows the number of merchants where Laybuy can be used to make purchases dramatically and allows our customers to use our Tap to Pay digital card to shop and BNPL directly through the Laybuy App, without the need for further merchant integration or direct relationship being required.

As previously mentioned, we believe the size of the UK retail market is underestimated. BNPL is still in its infancy and there are enormous opportunities for solid growth for those companies that move quickly given the amount of white space in that market when compared to the more competitive Australian market.

The UK's retail market is more than twice the size of the Australian market, standing at close to 400 billion pounds, with an online retail spend of 75 billion pre-COVID. The UK simply dwarfs both the Australian and New Zealand market. It is also a market where the Point of Sale credit market is growing strongly.

Our focus has been, and will remain, on accelerating growth in this market and we will use the funds raised in this capital raise to do just that by investing in technology, marketing and people.

We will also continue to target large, influential merchants in order to drive scale, deliver network effects and lift brand recognition, while also targeting SMEs to diversify our retailer base and increase our average commissions.

To help us do that, we have strengthened our senior leadership team, with new appointments to Chief Operating Officer, Chief Marketing Officer and General Manager UK & Europe. These three positions will focus on delivering our growth strategy.

We believe that this strategy is laying the foundations for continued solid and sustained growth. We are confident that the year ahead will see us continue to build momentum.

We are on track to exceed GMV of \$1 billion and grow our revenue by 90-100%. It is this growth that will ultimately deliver shareholder return.

I will now hand back to Craig for the formal part of the meeting.

[End of prepared address.]



Laybuy Group Holdings Limited (ASX:LBY) Special Shareholder Meeting.

10 June 2021

Laybuy special shareholder meeting.



Steven Fisher
Non-Executive Chairperson



Gary Rohloff
Managing Director & CEO



Craig Styrus
Non-Executive Director



Mark Haberlin
Non-Executive Director



Katrina Kirkcaldie
Chief Financial Officer



Agenda.

1. Introduction | Steven Fisher and Craig Styrus

2. Raising capital to accelerate UK growth | Gary Rohloff

3. Laybuy delivery and UK growth opportunity | Gary Rohloff

4. Resolutions | Craig Styrus



Raising capital to accelerate UK growth.

Seeking to raise —

A\$40 million

via an Institutional Placement
and Share Purchase Plan.

Funds will be used to accelerate
growth in the UK and further
enhance our technology and
product offering.

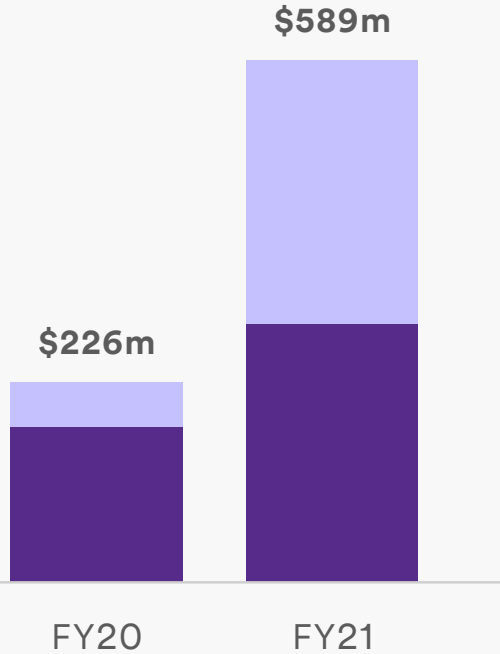


Laybuy has delivered since IPO.

GMV (NZ\$m)

■ ANZ ■ UK

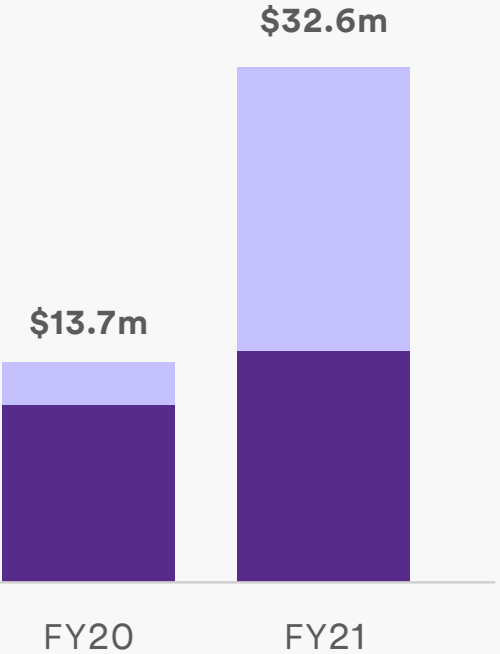
⬆️ Up 159%



Income (NZ\$m)

■ ANZ ■ UK

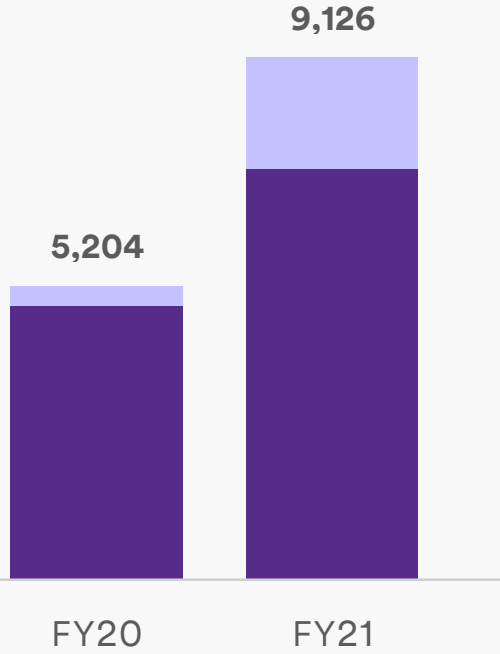
⬆️ Up 138%



Active merchants by region

■ ANZ ■ UK

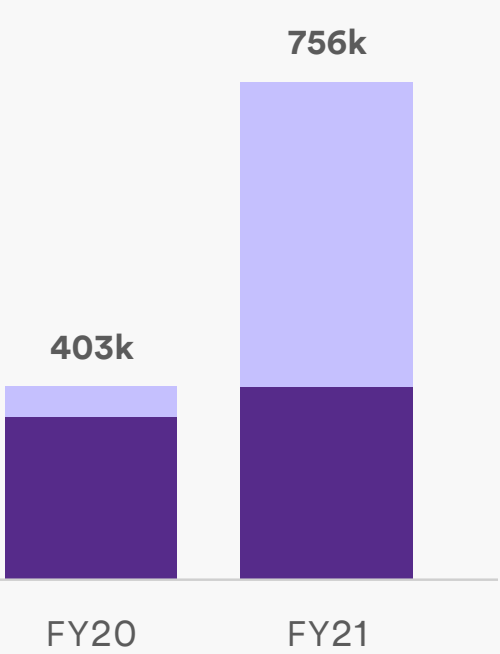
⬆️ Up 3,922



Active customers by region

■ ANZ ■ UK

⬆️ Up 353k



Launched Tap to Pay.

Exclusive BNPL provider to Arsenal FC, Manchester City, and Manchester United.

ASX listing A\$80m.

Strategic Partnership which allows over 5,000 merchants to use Laybuy.



Laybuy is already one of the UK's leading BNPL providers.

Existing merchants include

boohoo



PRETTYLITTLETHING

TESSUTI



I SAW IT FIRST

wilko



KAREN MILLEN

♡ YOURS



THEHUTGROUP*

Premier League



LOOKFANTASTIC

WH Smith

FOOTAZIJUM

Merchants onboarding in early FY22

Fanatics *ticketmaster*[®]

wallis WH Smith IN-STORE DOROTHY PERKINS

New merchants to be included in the FY22 affiliate partnerships

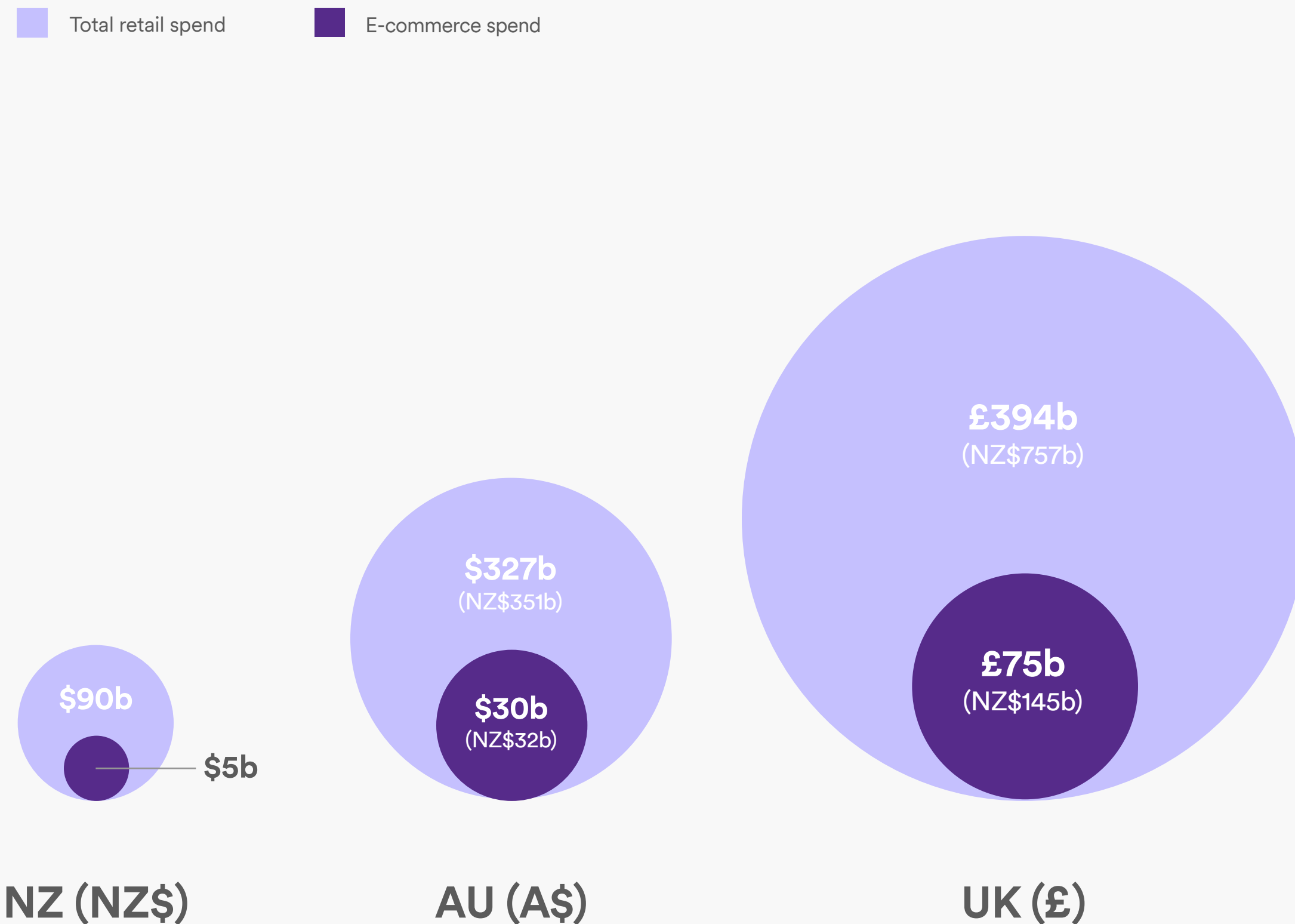
amazon NIKE PANDORA ASOS

ebay sunglass hut adidas easyJet

MARKS & SPENCER UNDER ARMOUR Booking.com Boots



UK market — 2.2 times greater than the AU market.



The UK has the highest penetration of online sales,

(~19.2% of total retail), relative to Australia and New Zealand (<10%).

Laybuy believes the UK BNPL segment is at an earlier stage vs Australia and New Zealand.



Thank you.