

ASX ANNOUNCEMENT (ASX: LBY)

6 August 2021

Notice of Annual Meeting of Shareholders

Laybuy Group Holdings Limited attaches the Notice of Meeting and Proxy Form for the Annual Meeting of Shareholders to be held on **Thursday 26 August 2021, at 10.00am AEST/12.00pm NZT** via online platform.

A copy of the Online Meeting Guide referred to in the Notice of Meeting is also attached.

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 10,000 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.





Notice of Annual Meeting of Shareholders

Notice is given that the Annual Meeting (**Meeting**) of shareholders of Laybuy Group Holdings Limited ARBN 642 138 476 (**Laybuy** or **Company**) will be held as follows:

Date: Thursday, 26 August 2021

Time: 10.00am AEST (12.00pm NZST)

Venue: Online at <https://agmlive.link/LBY2021>

The Meeting will be a virtual meeting, which will be conducted via an Online Platform provided by the Company's share registrar, Link Market Services Limited. Details on how to attend the Meeting, vote your shares and submit questions during the Meeting are contained in this notice.

Letter from the Chair

6 August 2021

Dear Shareholder

On behalf of the directors of Laybuy, I am pleased to enclose the notice of our first Annual Meeting. Restrictions associated with the COVID-19 pandemic continue to make holding a physical meeting impractical and the Meeting will therefore be held via Online Platform available at <https://agmlive.link/LBY2021>.

Shareholders participating through the Online Platform will be able to:

- ask questions of the Board and the Company's auditor in real time during the Meeting via the Online Platform, and listen to discussions at the Meeting; and
- vote on the resolutions to be considered at the Meeting by direct voting during the Meeting.

Further details of how to participate in the Meeting via the Online Platform are set out in the attached Notice of Meeting and in the Online Meeting Guide available on Laybuy's Investor Centre at <https://laybuyinvestors.com/investor-centre/>.

You may also:

- lodge questions online before the Meeting at <https://www.linkmarketservices.com.au>; and
- vote on the resolutions to be considered at the Meeting by completing and lodging your Proxy Form in accordance with the instructions set out in the Notice of Meeting.

Thank you for your continued support of Laybuy and we look forward to your participation at the Meeting.

Yours sincerely



Steven Fisher
Chair

Items of business

- A Chair's introduction and address
- B Managing Director's presentation
- C Resolutions
- D Shareholder questions

Resolutions

Shareholders will be asked to consider, and if thought fit, to pass the following resolutions:

Resolution 1 – Re-election of Director – Craig Styris

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That Mr Craig Styris, who retires in accordance with the Company's constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 2 – Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

To consider and, if thought fit, pass the following as a special resolution:

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the shareholders of the Company approve the issue of equity securities up to 10% of the issued capital of Laybuy Group Holdings Limited (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Memorandum which forms part of this Notice of Meeting."

Note: at the time of despatching this Notice of Meeting, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2 and accordingly no voting exclusions apply to this resolution.

Resolution 3 – Fixing the fees and expenses of the auditor

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That the Board is authorised to fix the fees and expenses of PricewaterhouseCoopers as auditor for the forthcoming year."

By order of the Board



Jonathan Swain, Company Secretary
6 August 2021

Important information

Attendance

The Meeting will be held via an Online Platform provided by Laybuy's share registry, Link Market Services Limited (**Link**) at <https://agmlive.link/LBY2021>. Shareholders attending the Meeting via the Online Platform will be able to hear any discussion, submit written questions and vote during the Meeting.

We strongly recommend that shareholders who wish to participate in the Meeting log-in to the Online Platform at least 10 minutes prior to the scheduled start time.

More information regarding virtual attendance at the Meeting (including how to vote and ask questions during the Meeting) is available in the Online Meeting Guide on Laybuy Group Holdings Limited's Investor Centre at <https://laybuyinvestors.com/investor-centre/>.

All resolutions will be by poll

Each resolution considered at the Meeting will be conducted by a poll, rather than on a show of hands.

Voting

Shareholders can vote at the Meeting through the Online Platform or by appointing a proxy in accordance with the process described below.

The Board approves the use of the Online Platform as a means of participating and voting electronically in this Meeting under clause 16.16 of Laybuy's Constitution and clause 14 of Schedule 1 of the *Companies Act 1993* (NZ) (**Companies Act**).

Voting entitlements

Voting entitlements for the Meeting will be determined as at 9.00pm NZST (7.00pm AEST) on Tuesday 24 August 2021.

Shareholders registered at that time will be the only persons entitled to vote at the Meeting and only the shares registered in those shareholders' names at that time may be voted at the Meeting.

Proxies

If you are entitled to attend and vote at the Meeting, you may appoint a proxy to attend and vote for you by completing and following the instructions on the accompanying Proxy Form.

In order to complete the validation process to appoint a proxy online, you will need your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) and postcode or country of residence. If you need to obtain these details, please contact Link well in advance via the contact details in the Proxy Form.

The person you appoint as proxy is not required to be a Laybuy shareholder. If you are entitled to cast two or more votes at the Meeting, you may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the appointment does not specify the proportion or number of votes, each proxy may exercise half of the votes (any fractional votes will be disregarded).

If you appoint a proxy, you may either direct your proxy how to vote for you (directed proxy) or you may give your proxy discretion to vote as they see fit (undirected proxy). If you wish to give your proxy discretion, then do not tick any box for a resolution. If you have directed your proxy to vote, and they fail to attend the Meeting or they choose to not vote, then, on a poll, the Chair of the Meeting will become your proxy and vote your proxies as directed by you. If you submit a proxy, you are encouraged to direct your proxy whether to vote for or against or to abstain from voting on each

resolution. If you tick more than one box for a resolution, without specifying the portion of voting rights to be voted for or against, your vote on that resolution will be invalid.

If you return a completed and signed Proxy Form, but do not nominate a proxy, the Chair of the Meeting will become your proxy.

The Chair of the Meeting and any director appointed as proxy for a person who is entitled to vote (including where the Chair of the Meeting is appointed as proxy by default) intend to vote all undirected proxies in favour of the relevant resolution.

Your completed Proxy Form must be received by Link no later than 10.00am AEST (12.00pm NZST) on Tuesday, 24 August 2021. Any Proxy Form received after that time will not be valid for the Meeting.

Powers of Attorney

If you have appointed an attorney to attend and vote at the Meeting, or if your Proxy Form is signed by an attorney, you must provide the power of attorney (or a certified copy of the power of attorney) to Link by no later than 10.00am AEST (12.00pm NZST) on Tuesday, 24 August 2021, unless the document has previously been lodged with Link.

Corporate representatives

A corporate shareholder may appoint a person to act as its representative. A Certificate of Appointment of Corporate Representative must be received by Link no later than 10.00am AEST (12.00pm NZST) on Tuesday, 24 August 2021. Any Certificate received after that time will not be valid for the Meeting. A Certificate of Appointment of Corporate Representative may be obtained from Link.

Requisite majorities

Resolution 1 is an ordinary resolution requiring the approval of a simple majority of the votes of those shareholders entitled to vote and voting on the resolution, in order for the resolution to be passed.

Resolution 2 is a special resolution requiring the approval by a majority of 75% or more of the votes of those shareholders entitled to vote and voting on the resolution, in order for the resolution to be passed.

Resolution 3 is an ordinary resolution requiring the approval of a simple majority of the votes of those shareholders entitled to vote and voting on the resolution, in order for the resolution to be passed.

Submission of written questions to the Company or auditor

In addition to asking questions via the Online Platform during the Meeting, any Shareholder who is entitled to vote at the Meeting may submit written questions in advance of the Meeting:

- to the Directors about the business of the Company; or
- to the auditors about the content of the auditor's report contained in the FY21 Annual Report or the conduct of the audit or the auditor's independence.

To submit written questions please log onto www.linkmarketservices.com.au, select "Voting" and then click "Ask a Question". Please submit any questions by 10.00am AEST (12.00pm NZST) on Tuesday, 24 August 2021. The Chair will seek to address as many of the more frequently raised relevant questions as possible during the Meeting. However, there may not be sufficient time available at the Meeting to address all questions raised. Please note that individual responses will not be sent to shareholders.

FY21 Annual report

Laybuy's FY21 Annual Report was released to the ASX Company Announcements Platform on Friday 9 July 2021 and is available on our website at <https://laybuyinvestors.com/investor-centre>.

More information

If you have any questions about this Notice of Meeting, please contact the Company at investors@laybuy.com.

Explanatory memorandum

Resolution 1 – Re-election of Director – Craig Styris

Background

Mr Craig Styris retires in accordance with clause 20.2 of the Company's Constitution. Being eligible, Mr Styris offers himself for re-election as a Director. Resolution 1 seeks shareholder approval of the re-election of Mr Styris.

Mr Styris's appointment as a Director commenced on 16 June 2020. Mr Styris is the Chair of the Board's Nomination and Remuneration Committee and a member of the Audit and Risk Committee.

Mr Styris is an Executive Director of Pioneer Capital, a private and growth equity firm focused on investments in New Zealand businesses. He has sourced and managed a number of investments for Pioneer Capital across a range of growth sectors. Prior to Pioneer Capital, Mr Styris was an Associate Director at Craigs Investment Partners and an Associate at Houlihan Lokey in Los Angeles. He is currently a director of Magic Memories Group Holdings Limited, Rockit Global, and Tom & Luke. Mr Styris has a Bachelor of Management Studies (Accounting and Economics) and a Graduate Diploma in Finance from the University of Waikato.

Mr Styris has confirmed to the Company that he continues to have sufficient time to fulfil his responsibilities as a Director.

The Board considers that Mr Styris is not independent by reason of his role as an Executive Director of Pioneer Capital, which is (via its associated entities) a substantial shareholder of the Company.

The Board believes that Mr Styris's senior executive experience, and his skills in the areas of accounting and finance, governance, human resources and remuneration, and mergers and acquisitions bring significant benefits to the Board and the Committees of which Mr Styris is a member. The Board therefore supports Mr Styris's re-election.

Directors' recommendation

The Directors unanimously recommend that shareholders vote in favour of this resolution.

Chair's voting intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this resolution.

Resolution 2 – Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

Background

ASX Listing Rule 7.1 generally limits the amount of equity securities that a listed entity can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under ASX Listing Rule 7.1A, certain listed companies may seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placement over a 12-month period (**Additional 10% Capacity**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

A company is eligible to seek shareholder approval for this additional placement capacity under ASX Listing Rule 7.1A if it satisfies both of the following criteria at the date of the meeting at which that approval is sought:

- it has a market capitalisation of A\$300 million or less; and
- it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the Meeting. If on the date of the Meeting the Company no longer meets these eligibility criteria, Resolution 2 will be withdrawn.

Resolution 2 seeks approval of shareholders by special resolution for the issue of up to the number of equity securities as calculated in accordance with the formula in ASX Listing Rule 7.1A.2, at an issue price permitted by ASX Listing Rule 7.1A.3, to such persons as the Board may determine, on the terms described in this Explanatory Memorandum.

Approval of Resolution 2 does not oblige the Company to conduct a placement or use the Additional 10% Capacity. Rather, approval would provide the Company with additional flexibility and an ability to move quickly if an opportunity arises which requires additional capital.

At the date of this Notice of Meeting, the Company has on issue 254,462,201 fully paid ordinary shares and a capacity to issue 38,169,330 equity securities under ASX Listing Rule 7.1. The Company does not currently have any capacity to issue equity securities under ASX Listing Rule 7.1A.

If shareholders approve Resolution 2, the effect will be to allow the Company to issue further equity securities without shareholder approval under ASX Listing Rule 7.1A up to the Additional 10% Capacity. The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of those securities in accordance with the formula in ASX Listing Rule 7.1A.2.

If shareholders do not approve Resolution 2, the Company will not be able to access the Additional 10% Capacity to issue equity securities without shareholder approval under ASX Listing Rule 7.1A and will remain subject to the 15% capacity limit on issuing equity securities without shareholder approval under ASX Listing Rule 7.1 as described above.

Information required by ASX Listing Rule 7.3A

For the purposes of ASX Listing Rule 7.3A, the following information is provided:

- If Resolution 2 is approved, the approval commences on the date of the Meeting and expires on the first to occur of:
 - the date that is 12 months after the date of the Meeting;
 - the time and date of the Company's next annual meeting; and
 - the time and date of the approval by shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- Any securities issued under ASX Listing Rule 7.1A must be issued for cash consideration. The minimum price at which those securities will be issued is a price per security which is not less than 75% of the volume weighted average market price for securities in that class calculated over the 15 trading days on which trades were recorded immediately before:
 - the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
 - if the shares are not issued within 10 trading days of the date referred to above, the date on which the securities are issued.

- The Company may seek to issue the equity securities to provide cash to fund an acquisition of new assets or investments (including expenses associated with such acquisition), continued development of the Company's current assets and/or general working capital.
- If Resolution 2 is approved by shareholders and the Company issues equity securities under the Additional 10% Capacity, existing ordinary shareholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of Resolution 2, to the extent that such equity securities are issued, including the risk that:
 - the market price of equity securities may be significantly lower on the issue date than on the date on which this approval is being sought; and
 - the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

- The following table gives examples of the potential dilution of existing ordinary shareholders calculated as at the date of this Notice of Meeting using an issue price of \$0.435 per share, being the closing price of shares on ASX on 30 July 2021, and the current number of ordinary securities for variable “A” in the formula in ASX Listing Rule 7.1A.2. The table also shows:
 - two examples where variable “A” has increased by 50% and 100%. Variable “A” is based on the number of fully paid ordinary securities the Company has on issue. The number of fully paid ordinary securities on issue may increase as a result of issues of fully paid ordinary securities that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders’ meeting; and
 - two examples of where the issue price of fully paid ordinary securities has decreased by 50% and increased by 100% as against the current market price.

| Variable A | Dilution | | | |
|--------------------------------|---------------|--|------------------------|---|
| | | \$0.2175 50% decrease in issue price | \$0.435 issue price | \$0.87 100% increase in issue price |
| 254,462,201 (current) | Shares issued | 25,446,220 | 25,446,220 | 25,446,220 |
| | Funds raised | \$5,534,552.87 | \$11,069,105.74 | \$22,138,211.49 |
| 381,693,302 (50% increase) | Shares issued | 38,169,330 | 38,169,330 | 38,169,330 |
| | Funds raised | \$8,301,829.31 | \$16,603,658.62 | \$33,207,317.23 |
| 508,924,402 (100% increase) | Shares issued | 50,892,440 | 50,892,440 | 50,892,440 |
| | Funds raised | \$11,069,105.74 | \$22,138,211.49 | \$44,276,422.97 |

The table has been prepared on the following assumptions:

- the Company issues the maximum number of equity securities available under the Additional 10% Capacity in ASX Listing Rule 7.1A;
- no unlisted warrants or options over ordinary shares are exercised before the date of issue of ordinary shares under ASX Listing Rule 7.1A;

- the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;
- the table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the Additional 10% Capacity, based on that shareholder's holding at the date of the Meeting;
- the table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1; and
- the issue of equity securities under the Additional 10% Capacity consists only of shares.
- The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Capacity. The identity of allottees of any equity securities that may be issued if shareholders approve Resolution 2 has not been determined as at the date of this Notice of Meeting, but may include existing shareholders and/or parties who are not currently shareholders and are not related parties or associates of the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
 - the methods of raising funds available to the Company (including but not limited to, rights issue or other issues in which existing security holders can participate), while balancing interest from potential allottees with the interests of existing shareholders;
 - the effect of the issue of equity securities on the control of the Company and balancing the interests of existing shareholders. Allocation will be subject to takeover thresholds;
 - the financial situation and solvency of the Company and its need for working capital at any given time; and
 - advice from corporate, financial and broking advisors, if applicable.
- The Company has not previously issued or agreed to issue equity securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the Meeting.

Directors' recommendation

The Directors unanimously recommend that shareholders vote in favour of this resolution.

Chair's voting intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this resolution.

Resolution 3 – Fixing the fees and expenses of the auditor

Background

Under section 207T of the Companies Act, PricewaterhouseCoopers is automatically re-appointed at the Annual Meeting as auditor of the Company. Section 207S of the Companies Act provides that the auditor's fees and expenses must be fixed by the company, or in the manner that the Company determines at the Annual Meeting. Resolution 3 authorises the Board to fix the fees and expenses of PricewaterhouseCoopers, consistent with usual commercial practice.

Directors' recommendation

The Directors unanimously recommend that shareholders vote in favour of this resolution.

Chair's voting intention

The Chair of the Meeting intends to vote all available undirected proxies in favour of this resolution.

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LAYBUY

LAYBUY GROUP HOLDINGS LIMITED

ARBN 642 138 476

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Laybuy Group Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Laybuy Group Holdings Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual Meeting of Shareholders to be held at **10:00am (Sydney time) on Thursday, 26 August 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/LBY2021> (refer to details in the Virtual Meeting Online Guide).

The Chair of the Meeting intends to vote undirected proxies in favour of each Resolution.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

- 1 Re-election of Director – Craig Styris
- 2 Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A
- 3 Fixing the fees and expenses of the auditor

| | | |
|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |



* If you mark the Abstain box for a particular resolution, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director/Company Secretary (Delete one)

Shareholder 3

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously provided to the registry, or a certified copy attached to this form, and a signed certificate of non-revocation should accompany this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

LBY PRX2102N



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON RESOLUTIONS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each resolution. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark a box opposite each resolution, your proxy may vote as he or she chooses on that resolution. If you mark more than one box on a resolution without specifying the portion of voting rights to be voted for or against, your vote on that resolution will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry together with a signed certificate of non-revocation. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Meeting of Shareholders. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Sydney time) on Tuesday, 24 August 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Laybuy Group Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

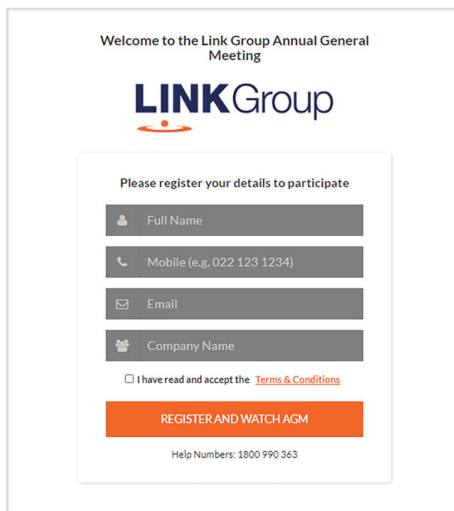
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Welcome to the Link Group Annual General Meeting

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

Company Name

☐ I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Numbers: 1800 990 363

Step 1

Open your web browser and go to <https://agmlive.link/XXX20>

Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

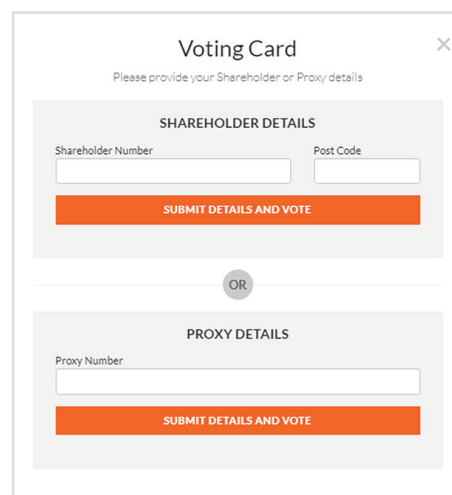
- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

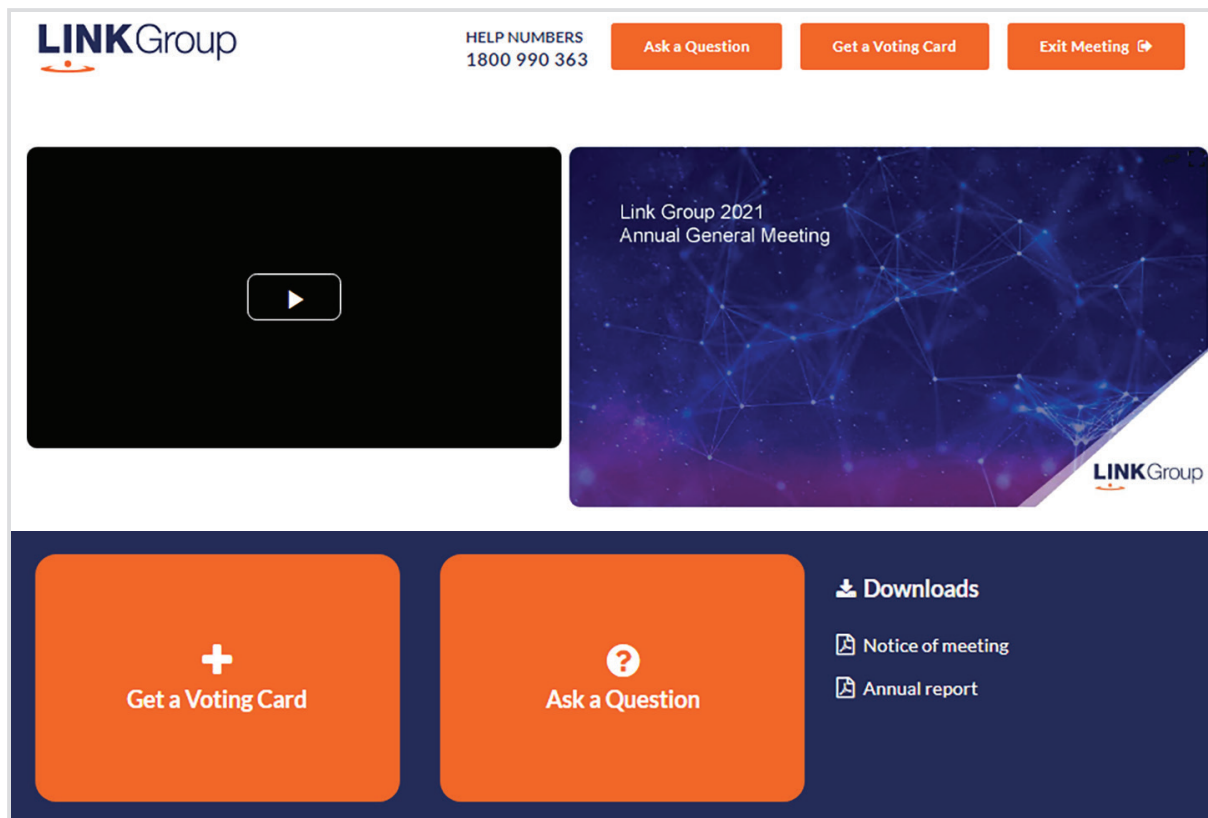
SUBMIT DETAILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



ABC COMPANY PTY LTD
X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote
Partial Vote

| | |
|--|--|
| Resolution 2B RE-ELECTION OF MR. ABC AS A DIRECTOR | <input checked="" type="radio"/> For <input type="radio"/> Against <input type="radio"/> Abstain |
| Resolution 2C RE-ELECTION OF MS. XYZ AS A DIRECTOR | <input checked="" type="radio"/> For <input type="radio"/> Against <input type="radio"/> Abstain |
| Resolution 3 INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT | <input checked="" type="radio"/> For <input type="radio"/> Against <input type="radio"/> Abstain |
| Resolution 4 ADOPTION OF REMUNERATION REPORT | <input checked="" type="radio"/> For <input type="radio"/> Against <input type="radio"/> Abstain |

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your security holder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.

Ask a Question

We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.

Regarding General Business

Question

Type your question here...

Submit Question

In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

View Questions

Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.

When will the next AGM be held?

Asked regarding General Business

Asked at: 7:18AM Updated: 7:18AM

OPEN COMMENTS

SUBMIT ANOTHER QUESTION

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

Contact us

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