

## ASX RELEASE

10 November 2021

The Manager  
Company Announcements  
Australian Securities Exchange  
Level 5, 20 Bridge Street  
SYDNEY NSW 2000

### By electronic lodgement

Dear Manager

#### **IncentiaPay Limited (ASX: INP)**

#### **Cleansing notice under section 708AA of the Corporations Act**

This notice is provided by IncentiaPay Limited (**Company**) in connection with the Company's proposal to undertake a pro rata renounceable entitlement offer (**Offer**) to existing shareholders of the Company on the basis of 1 new fully paid ordinary share in the Company (**Shares**) for every 4.3 Shares held on the record date, being Monday, 15 November 2021.

The Company gives this notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) and states the following:

- (a) the Shares to be issued under the Offer will be issued without disclosure to investors under Part 6D.2 of the Corporations Act;
- (b) as at the date of this notice, the Company has complied with:
  - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
  - (ii) section 674 of the Corporations Act;
- (c) as at the date of this notice, there is no excluded information for the purposes of sections 708AA(8) and 708AA(9) of the Corporations Act; and
- (d) the potential effect the Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand, as further explained below.

#### **Effect of the Offer on the control of the Company**

As at the date of this notice, Suzerain Investment Holdings Ltd and its associates (**Suzerain**) is the only substantial shareholder in the Company.

Suzerain currently holds 752,557,238 Shares, being 74.48% of the Company's issued share capital.

Therefore, the potential effect of the issue of new shares under the Offer on the control of the Company is illustrated below:

Shareholder participation	Effect on control
If the Offer is fully subscribed by all shareholders	No effect on control
If 75% of the Offer is subscribed by the shareholders other than Suzerain and Suzerain subscribes for its full entitlement	Suzerain's shareholding and voting power would increase from 74.48% to 75.38%
If 50% of the Offer is subscribed by the shareholders other than Suzerain and Suzerain subscribes for its full entitlement	Suzerain's shareholding and voting power would increase from 74.48% to 76.31%
If the Offer is subscribed by no shareholder other than Suzerain and Suzerain subscribes for its full entitlement	Suzerain's shareholding and voting power would increase from 74.48% to 78.20%

### Allocation of shortfall

If there is a shortfall between the applications received from eligible shareholders and the number of Shares proposed to be issued under the Offer (**Shortfall**), eligible shareholders (other than directors and related parties of the Company) may, in addition to taking up their entitlements in full, apply for additional Shares on the same terms as the Offer (**Shortfall Offer**). The Company will make the Shortfall Offer to mitigate any control effects which may arise from issuing the Shortfall to a single or small number of investors. The allocation policy for this Shortfall Offer is as follows:

- (a) subject to the restrictions described below, shareholders who have applied for Shares under the Shortfall Offer will receive the number of Shares they have applied for;
- (b) if there is an oversubscription, in which case the allocations will be on a pro-rata basis having regard to the relevant shareholders' holdings as at the record date for the Offer; and
- (c) if any shortfall remains after the allocations under paragraphs (a) and (b), the Company may issue the remaining shortfall to sophisticated, professional or exempt third party investors by way of a placement on the terms of the Offer.

No subscriber will be permitted to acquire Shares under the Shortfall Offer to the extent that such acquisition would result in:

- (d) that subscriber having a voting power in the Company in excess of 20% (after the close of the Offer and the placement of the Shortfall) or otherwise be in breach of section 606 of the Corporations Act; or
- (e) the Shortfall Offer having a potentially unacceptable control effect on the Company.

In this regard, the Company's majority shareholder, Suzerain Investments Holdings Limited (or its associates) will not be eligible to participate in the Shortfall Offer. In addition, related parties and associates captured by ASX Listing Rule 10.11 will not be issued Shares under the Shortfall Offer.

Where there are oversubscriptions under the Shortfall Offer, the Company will consider using its 15% placement capacity under the ASX Listing Rules to accept oversubscriptions and issue the Shares.

For more information, please contact the undersigned at [ben.newling@incentiapay.com](mailto:ben.newling@incentiapay.com).

Yours faithfully,

A handwritten signature in black ink, appearing to read 'B. Newling', written in a cursive style.

Ben Newling  
Company Secretary  
IncentiaPay Limited

