

Disclosure of movement of 1% or more in substantial holding  
or change in nature of relevant interest, or both

*Sections 277 and 278, Financial Markets Conduct Act 2013*

To NZX Limited (announce@nzx.com)

and

To Pushpay Holdings Limited (PPH)

Relevant event being disclosed: Change in nature of relevant interest

Date of relevant event: 8 May 2023

Date this disclosure made: 8 May 2023

Date last disclosure made: 27 April 2023

**Substantial product holder(s) giving disclosure**

Full name(s):

BGH Capital IA Pty Ltd in its capacity as trustee for BGH Capital Trust IA, BGH Capital IB Pty Ltd in its capacity as trustee for BGH Capital Trust IB, BGH Capital Offshore GP I Limited as general partner of BGH Capital Offshore I LP (together **BGH Fund I**) BGH Capital IIA Pty Ltd in its capacity as trustee for BGH Capital Trust IIA, BGH Capital IIB Pty Ltd in its capacity as trustee for BGH Capital Trust IIB and BGH Capital Offshore GP II Limited as general partner of BGH Capital Offshore II LP (together **BGH Fund II**) and BGH Capital Pty Ltd (ACN 617 386 982) (the **Manager**) in its capacity as manager or adviser to the constituent entities of BGH Fund I, BGH Fund II and the Oceania Trust (BGH Fund I, BGH Fund II and the Manager together **BGH**).

Oceania Equity Investments Pty Ltd (ACN 655 692 738) as trustee for Oceania Trust (**Oceania**)

**Summary of substantial holding**

Class of quoted voting products: Ordinary shares in PPH (ISIN: NZPPHE0001S6, NZX Code: PPH)

Summary for BGH

For **this** disclosure,—

- (a) total number held in class: 349,836,660
- (b) total in class: 1,142,371,145
- (c) total percentage held in class: 30.624%

For **last** disclosure,—

- (a) total number held in class: 349,836,660
- (b) total in class: 1,142,371,145
- (c) total percentage held in class: 30.624%

## Summary for Oceania

For **this** disclosure,—

- (a) total number held in class: 349,836,660
- (b) total in class: 1,142,371,145
- (c) total percentage held in class: 30.624%

For **last** disclosure,—

- (a) total number held in class: 349,836,660
- (b) total in class: 1,142,371,145
- (c) total percentage held in class: 30.624%

## Details of transactions and events giving rise to relevant event

Details of the transactions or other events requiring disclosure:

### *Voting Deed Polls*

On 28 October 2022, PPH and Pegasus Bidco Limited (**Bidco**) entered into a scheme implementation agreement (the **SIA**) under which a Sixth Street and BGH Capital consortium, through Bidco, proposed to acquire all of the PPH shares (the **Proposed Scheme**). An announcement was made by PPH on NZX on 16 March 2023 about PPH and Bidco having agreed to vary the SIA and the terms of the Proposed Scheme (the **Revised Scheme**).

As required under the varied SIA and the guidance note by the New Zealand Takeovers Panel in relation to schemes of arrangement, on 23 March 2023 BGH and Oceania entered into a new voting deed poll (**Voting Deed Poll**) in favour of the Takeovers Panel and PPH. Under the terms of the Voting Deed Poll, BGH and Oceania agreed to:

- (a) vote all of its shares in PPH in favour of the Amended Scheme; and
- (b) not dispose of, encumber or deal with any of its shares, except to transfer such shares under the Amended Scheme.

A copy of the Voting Deed Poll was attached to the substantial product holder notice filed by BGH on 23 March 2023.

On 27 April 2023, PPH held a special meeting of shareholders to consider and approve the Revised Scheme (the **Scheme Meeting**). Following the Scheme Meeting there is no longer a qualification pursuant to the terms of the Voting Deed Poll on the exercise of the voting rights attached to the quoted voting products of PPH held by BGH and Oceania.

The obligation under paragraph (b) above applies until the earlier of (i) the date on which the High Court grants final orders in respect of the Revised Scheme under section 236(1) of the Companies Act and (ii) the date on which the SIA is terminated.

On 8 May 2023, the High Court granted final orders in respect of the Revised Scheme under section 236(1) of the Companies Act 1993. Following the High Court granting those final orders, there is no longer a qualification pursuant to the terms of the Voting Deed Poll on BGH and Oceania's power to control the disposal of the quoted voting products of PPH held by them.

#### **Details after relevant event**

Details for BGH

Nature of relevant interest(s): power to control the exercise of voting rights attached to PPH ordinary shares and the power to control the acquisition or disposal of PPH ordinary shares. No relevant agreement is required to be attached under regulation 139 of the Financial Markets Conduct Regulations 2014.

For that relevant interest,—

- (a) number held in class: 35,890,537
- (b) percentage held in class: 3.142%
- (c) current registered holder(s): Custodial Services Limited
- (d) registered holder(s) once transfers are registered: Not applicable

Nature of relevant interest: Conditional power to control the disposal of Shares pursuant to the Co-operation Agreement (as that term is defined in the substantial product holder notice filed by BGH on 24 May 2022). A copy of the Co-operation Agreement was attached to the substantial product holder notice filed by BGH on 24 May 2022.

- (a) number held in class: 196,161,787
- (b) percentage held in class: 17.171%
- (c) current registered holder(s): Schrassig Fundamental S.à r.l., Consdorf Adjacent Holdco S.à r.l., Berdorf S.à r.l., and Bertrange S.à r.l (together the **Sixth Street Entities**)
- (d) registered holder(s) once transfers are registered: Not applicable

Nature of relevant interest(s): Conditional power to control the disposal of shares in PPH pursuant to the Voting Agreements (as that term is defined in the substantial product holder notice filed by Bidco on 16 March 2023). Copies of the Voting Agreements are attached to the substantial product holder notice filed by Bidco on 16 March 2023.

For that relevant interest,—

- (a) total number held in class: 117,784,336
- (b) total percentage held in class: 10.311%
- (c) current registered holder(s): the Specified Shareholders (as that term is defined in the substantial product holder notice filed by Bidco on 16 March 2023) or their nominees or custodians
- (d) registered holder(s) once transfers are registered: Not applicable

## Details for Oceania

Nature of relevant interest(s): Beneficial owner of Shares. No relevant agreement is required to be attached under regulation 139 of the Financial Markets Conduct Regulations 2014.

For that relevant interest,—

- (a) number held in class: 35,890,537
- (b) percentage held in class: 3.142%
- (c) current registered holder(s): Custodial Services Limited
- (d) registered holder(s) once transfers are registered: Not applicable

Nature of relevant interest: Conditional power to control the disposal of Shares pursuant to the Co-operation Agreement (as that term is defined in the substantial product holder notice filed by BGH on 24 May 2022). A copy of the Co-operation Agreement was attached to the substantial product holder notice filed by BGH on 24 May 2022.

- (a) number held in class: 196,161,787
- (b) percentage held in class: 17.171%
- (c) current registered holder(s): the Sixth Street Entities
- (d) registered holder(s) once transfers are registered: Not applicable

Nature of relevant interest(s): Conditional power to control the disposal of shares in PPH pursuant to the Voting Agreements (as that term is defined in the substantial product holder notice filed by Bidco on 16 March 2023). Copies of the Voting Agreements are attached to the substantial product holder notice filed by Bidco on 16 March 2023.

For that relevant interest,—

- (a) total number held in class: 117,784,336
- (b) total percentage held in class: 10.311%
- (c) current registered holder(s): the Specified Shareholders (as that term is defined in the substantial product holder notice filed by Bidco on 16 March 2023) or their nominees or custodians
- (d) registered holder(s) once transfers are registered: Not applicable

### **Additional information**

Address(es) of substantial product holder(s): Level 26, 101 Collins Street, Melbourne VIC 3000, Australia

Contact details: James Cooney, +64 9 916 8800, james.cooney@bellgully.com

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates:

The Sixth Street Entities

Pushpay Holdings Limited

**Certification**

I, Hari Morfis, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.