

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Tyro Payments Limited

ACN/ARSN 103 575 042

1. Details of substantial holder (1)

Name CBC Co Pty Limited (ACN 108 337 104) (formerly called "Grokco Pty Ltd") as trustee for Cannon-Brookes Head Trust ("**CBC**"), Michael Cannon-Brookes ("**MCB**") and Eriostemon Pty Limited (ACN 119 827 593) (formerly called "Abyla Pty Ltd") ("**Eriostemon**") (together, the **Substantial Holders**)

ACN/ARSN (if applicable) See above

There was a change in the interests of the substantial holder on

N/A

The previous notice was given to the company on

09/09/2022

The previous notice was dated

09/09/2022

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares (" Shares ")	64,719,528	12.50% (Based on there being 517,930,801 Shares on issue as at the date of this notice)	64,719,528	12.46% (Based on there being 519,511,084 Shares on issue as at the date of this notice)

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or

scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
N/A	N/A	N/A	N/A	N/A	N/A

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
CBC	CBC	CBC	Relevant interest arises under section 608(1)(a) of the Corporations Act (2001) (Cth) (" Corporations Act ") as CBC is the registered holder of the Shares.	64,719,528	64,719,528
MCB	CBC	CBC	Relevant interest arises under section 608(1)(b)-(c) of Corporations Act as MCB is the sole beneficiary of the Cannon-Brookes Head Trust.	64,719,528	64,719,528

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Potentia Capital Management Pty Ltd (ACN 630 264 210) (" Potentia ")	<p>On 7 September 2022, Potentia entered into a voting and acceptance deed with CBC in respect of 64,719,528 Shares (Deed). A copy of the Deed was included as Annexure A of the ASIC Form 604: Notice of change of interests of substantial holder lodged by the Substantial Holders with ASX on 09/09/2022.</p> <p>For the purposes of clause 6.1(a)(iii) of the Deed, Potentia has notified CBC that it is no longer pursuing the Transaction and accordingly, the Deed has automatically terminated with effect from 22 May 2023. Potentia and CBC have therefore ceased to be associates with effect from 22 May 2023.</p>

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
CBC, MCB and Eriostemon	Level 6, 341 George Street, Sydney NSW 2000
Potentia	Suite 38.01, Level 38, Gateway, 1 Macquarie Place, Sydney NSW 2000

Signature

print name	Michael Cannon-Brookes	capacity	Sole Director and Sole Company Secretary
sign here		date	22 May 2023