

# JOHNSON | WINTER | SLATTERY

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23 May 2023

The Manager  
ASX Market Announcements Office  
ASX Limited  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

**FOR LODGEMENT ONLINE**

Dear Sir/Madam

**Notice of ceasing to be a substantial holder**

We act for Potentia Capital Management Pty Ltd (ACN 630 264 210) (**Potentia**).

In accordance with section 671B of the *Corporations Act 2001* (Cth), enclosed on behalf of Potentia and its associates is a Form 605 (Notice of ceasing to be a substantial holder).

Yours faithfully,



Johnson Winter Slattery

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## Form 605

### Corporations Act 2001 Section 671B

## Notice of ceasing to be a substantial holder

To Company Name/Scheme Tyro Payments Limited (ASX:TYR)

ACN/ARSN 103 575 042

#### 1. Details of substantial holder (1)

Name Potentia Capital Management Pty Ltd (ACN 630 264 210) (**Potentia**) on behalf of itself and each of its associates identified in **section 4** of this notice.

ACN/ARSN (if applicable) n/a

The holder ceased to be a substantial holder on 22 May 2023

The previous notice was given to the company on 12 December 2022

The previous notice was dated 12 December 2022

#### 2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
22/05/2023	Potentia	Ceasing to have a relevant interest following termination of the CBC Co Deed. See <b>Note 1</b> below.	n/a	64,719,528 fully-paid ordinary shares in TYR ( <b>Shares</b> )	64,719,528

**Note 1:** On 7 September 2022, Potentia entered into a voting and acceptance deed with CBC Co Pty Ltd (ACN 108 337 104) as trustee for the Cannon-Brookes Head Trust in respect of 64,719,528 Shares (**CBC Co Deed**). A copy of the CBC Co Deed is included as Annexure A to the Notice of Initial Substantial Holder disclosed to ASX on 9 September 2022 (**Form 603**).

#### 3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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
CBC Co	Following termination of the CBC Co Deed, CBC Co ceased to be an associate of Potentia.
Aware Super Pty Ltd (ABN 11 118 202 672) as trustee of Aware Super (ABN 53 226 460 365) ( <b>Aware Super</b> )	Following termination of the Aware ECL, Aware Super ceased to be an associate of Potentia. See <b>Note 1</b> below.
Aware Financial Services Australia Limited (ABN 86 003 742 756) ( <b>Aware FS</b> )	Following termination of the Aware ECL, Aware FS ceased to be an associate of Potentia. See <b>Note 1</b> below.
HarbourVest Partners Co-Investment VI Aggregator L.P., CHV Investments Fund L.P. and Sunvest II LLC (collectively, <b>HarbourVest</b> )	Following termination of the HarbourVest ECL, HarbourVest ceased to be an associate of Potentia. See <b>Note 2</b> below.
MLC Investments Limited (as trustee of the WM Pool – Equities Trust No. 66) and MLC Investments Limited (as trustee of the WM Pool – Equities Trust No. 79) (collectively, and in that specific trustee capacity, <b>MLC Investments</b> )	Following termination of the MLC ECL, MLC Investments ceased to be an associate of Potentia. See <b>Note 3</b> below.
United Super Pty Ltd (ACN 006 261 623) as trustee of the Construction and Building Unions Superannuation Fund ( <b>CBUS</b> )	Following termination of the equity commitment letter dated 6 September 2022 between Potentia and CBUS, CBUS ceased to be an associate of Potentia. See <b>Note 4</b> below.

**Note 1:** On 11 December 2022, Potentia entered into an equity commitment letter (**Aware ECL**) with its associate, Aware Super, to fund the acquisition of Shares by Potentia. A copy of the Aware ECL is included as Annexure C to the Notice of Change of Interests of Substantial Holder disclosed to ASX on 12 December 2022.

**Note 2:** On 6 September 2022 between Potentia entered into an equity commitment letter (**HarbourVest ECL**) with its associate, HarbourVest, to fund the acquisition of Shares by Potentia. A copy of the HarbourVest ECL is included as Annexure C to the Form 603.

**Note 3:** On 6 September 2022, Potentia entered into an equity commitment letter (**MLC ECL**) with its associate, MLC Investments, to fund the acquisition of Shares by Potentia. A copy of the MLC ECL is included as Annexure D to the Form 603.

**Note 4:** On 6 September 2022, Potentia entered into an equity commitment letter (**CBUS ECL**) with its associate, CBUS, to fund the acquisition of Shares by Potentia. A copy of the CBUS ECL is included as Annexure E to the Form 603.

#### 4. Addresses

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

Name	Address
Potentia and each member of the Potentia Group referred to in <b>Annexure A</b>	Suite 38.01, Level 38, Gateway, 1 Macquarie Place, Sydney NSW 2000
CBC Co	Level 6, 341 George Street, Sydney NSW 2000
Aware Super	Level 28, 388 George Street, Sydney NSW 2000
Aware FS	Level 28, 388 George Street, Sydney NSW 2000
HarbourVest	c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111 United States
MLC Investments	'30 The Bond', Level 3, 30-34 Hickson Road, Millers Point NSW 2000
CBUS	Level 22, 130 Lonsdale Street, Melbourne VIC 3000

#### Signature

print name Timothy Reed capacity Managing Director

sign here



date 22 May 2023

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**Annexure “A” to Form 605 – Potentia Group**

This is Annexure “A” of 1 page referred to in Form 605 signed by me and dated 22 May 2023



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Timothy Reed, Managing Director  
Potentia Capital Management Pty Ltd

**Potentia Group**

No.	Entity	Country of Incorporation
1.	Potentia Capital IA Pty Ltd (ACN 659 062 718) as trustee for Potentia Capital Trust IA	Australia
2.	Potentia Capital IB Pty Ltd (ACN 659 062 969) as trustee for Potentia Capital Trust IB	Australia
3.	Potentia Capital IC Pty Ltd (ACN 659 063 322) as trustee for Potentia Capital Trust IC	Australia
4.	Potentia Capital Pty Ltd (ACN 169 877 445)	Australia
5.	Potentia Capital Holdings Pty Ltd (ACN 630 152 493)	Australia