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# **Investor Presentation** FY23 Full Year Results

31 August 2023







Simplifying payment experiences globally to be a leading PaaS provider via simple, flexible & fast to market technology

# **Executive Summary**

**Critical** Payments Infrastructure

**Established** Building Blocks & Partnerships

**Delivering** on Financials

**Positive** Outlook

Global B2B fintech providing solutions for 150+ banks & fintechs in 40+ countries Two core products in the banking & payments ecosystem: Vertexon (Payments as a Service (PaaS)): physical & virtual card issuing + transaction processing

PaySim: payment testing solution

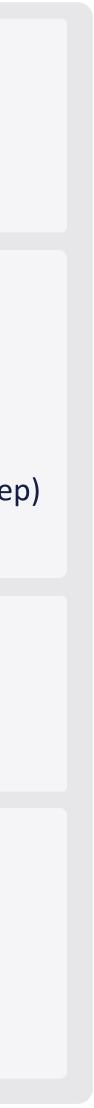
Partnership with Mastercard for direct issuing in Australia & New Zealand (ANZ) and US Regulatory approvals in place - Australia (AFSL), NZ (FSP), US (via Issuing Bank Partner) Granted Mastercard Principal Issuer licence in NZ and Australia for both prepaid and debit cards US approval for debit cards expected in Q1 FY24

In Australia, Mastercard technical certification underway with approval expected in Q1 FY24 (final step) Strategic investment and MOU secured in Q3 FY23 from successful US-based fintech entrepreneur

FY23 revenue of US\$8.7m (A\$13.6m), up 4.7% on pcp

FY23 EBITDA loss of US\$1.3m (A\$2.0m), 49% improvement on pcp driven primarily by realigned cost base (with the full benefit realised in H2 FY23) coupled with modest revenue growth H2 FY23 EBITDA loss of US\$0.2m (A\$0.3m), a 75% improvement on the pcp

Stable existing customer base coupled with increasing transactional revenue from PaaS clients First live cards issued to NZ PaaS clients and transition of cardholders now planned for H1 FY24 PaaS (transactional) revenues to scale with transition of cardholders Revenue growth and cost controls to deliver operating leverage Targeting to achieve a monthly cashflow breakeven run-rate exiting FY24





**Payments solutions** provider driving innovation in the banking ecosystem

# Change today: delivering scalable payments solutions

### **Banking as a Service**

### **Payments as a Service**



Physical & virtual card issuing

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Transaction processing for all major card schemes



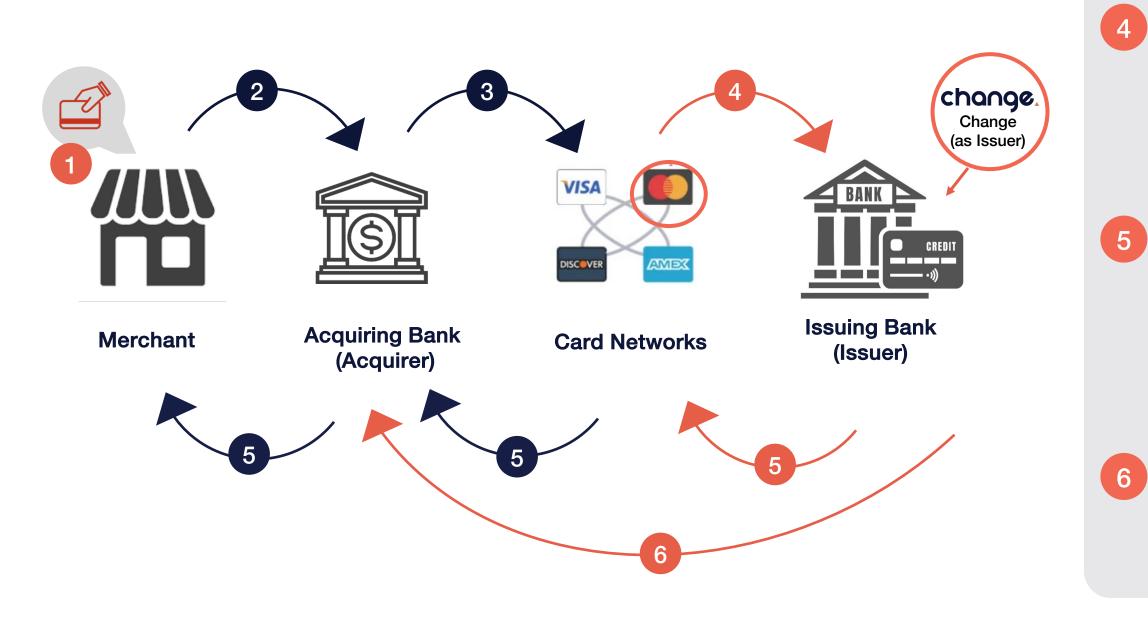
of FY23 Revenue



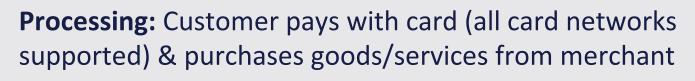
Change's role in the payments process depends on the region, client type and services provided

# Vertexon in the payments process

- Processing: An Issuer (Change's client) using the Vertexon Platform (technology only) to manage their cards – client is the Issuer and cards can be issued on any card network supported by Vertexon
- Processing & Issuing (P&I): A client using the Vertexon Platform (technology) to manage their cards with Change as Issuer (regulatory & licence) – Change is the Issuer and cards are issued on the Mastercard Network







**P&I:** Customer pays with a **Change** issued **Mastercard** & purchases goods/services from a merchant



Payment authenticated – the merchant point-of-sale system captures the customer's account information & securely sends it to the Acquirer (i.e. Merchant's bank)



Transaction submitted – merchant acquirer asks card network to get authorisation from customer's bank/issuer

**Processing:** Authorisation requested – card network submits transaction to the Issuer for authorisation

**P&I:** Authorisation requested – card network submits transaction to Change (as Issuer) for authorisation

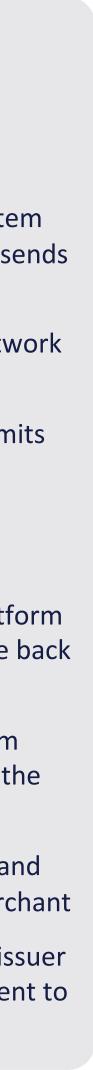
**Processing:** Authorisation response – using Vertexon Platform issuer authorises the transaction and routes the response back via the card network and acquirer

**P&I:** Authorisation response - using the Vertexon Platform Change (as Issuer) authorises the transaction and routes the response back via the card network and acquirer

**Processing:** Settlement – card network debits the issuer and pays the acquirer who in turn makes payment to the merchant

**P&I:** Settlement – card network (Mastercard) debits the issuer (Change) and pays the acquirer who in turn makes payment to the merchant

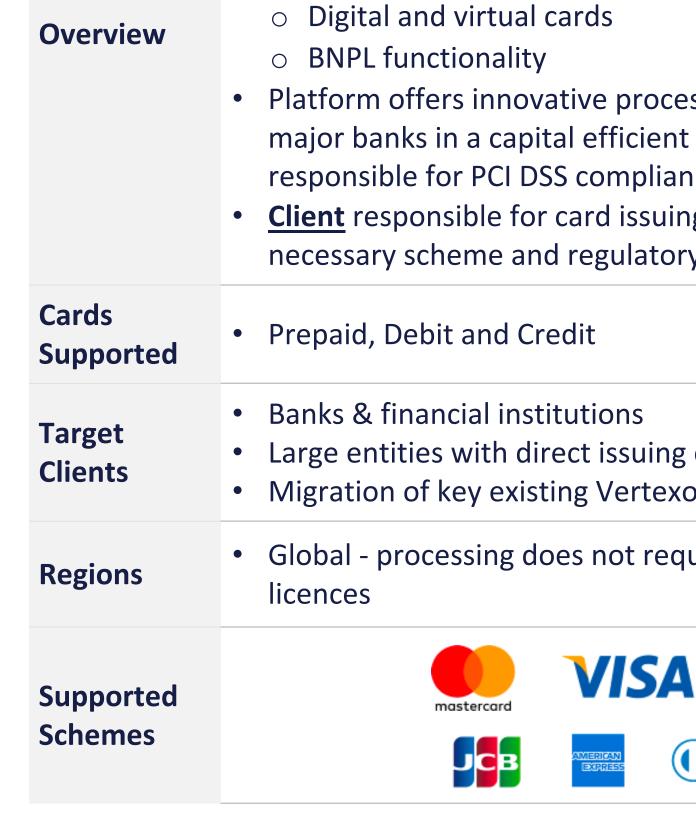
Cards can be physical and virtual cards (inc. Apple Pay, Google Pay, etc.) available via Vertexon





**Vertexon product offering** 

Vertexon offering can be tailored by client to offer services that best suit client and end customer needs



Processing	Processing & Issuing (P&I)
<ul> <li>Provision of core technology to enable card issuing and management including:         <ul> <li>Transaction processing</li> <li>Card management</li> <li>Fraud monitoring</li> <li>Digital and virtual cards</li> <li>BNPL functionality</li> </ul> </li> <li>Platform offers innovative processing capabilities to rival the major banks in a capital efficient manger (Change responsible for PCI DSS compliance, hosting etc)</li> <li><u>Client</u> responsible for card issuing – client holds the necessary scheme and regulatory licences</li> </ul>	<ul> <li>Provide processing capability + the following key card Issu capabilities: <ul> <li>Card design and production</li> <li>Card issuing</li> <li>AML / CTF</li> <li>Settlement and reconciliation</li> <li>KYC &amp; Onboarding</li> </ul> </li> <li>Change responsible for card issuing – Change holds the necessary scheme (Mastercard) and regulatory licences (AFSL / FSP / Issuing Bank Partner)</li> </ul>
<ul> <li>Prepaid, Debit and Credit</li> </ul>	<ul> <li>Prepaid and Debit</li> </ul>
<ul> <li>Banks &amp; financial institutions</li> <li>Large entities with direct issuing capability</li> <li>Migration of key existing Vertexon on-premise clients</li> </ul>	<ul> <li>Mid / Small banks &amp; financial institutions incl. credit unio</li> <li>Fintechs and corporates</li> <li>BIN sponsorship (Australia &amp; New Zealand only)</li> </ul>
<ul> <li>Global - processing does not require scheme or regulatory licences</li> </ul>	<ul> <li>Australia, New Zealand and the US</li> </ul>
mastercard VISA UnionPay	

mastercard









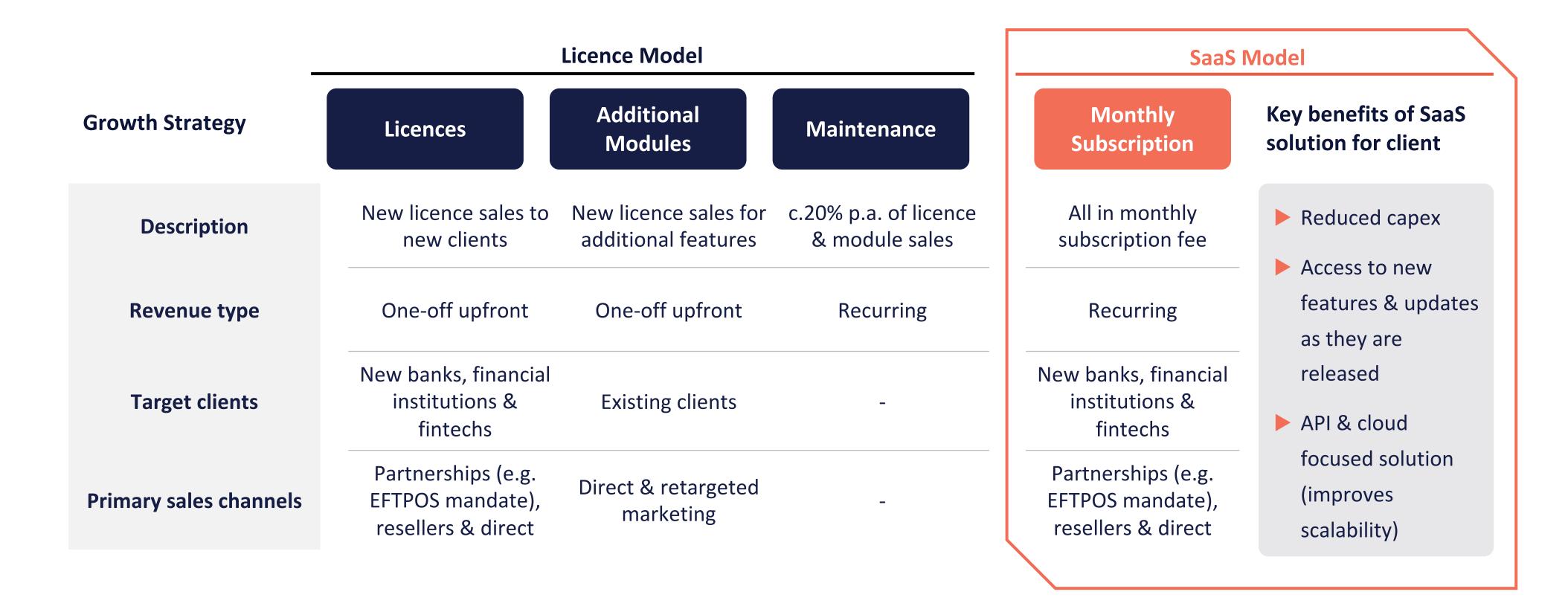


**Software facilitates** remote testing without the need for physical devices such as ATMs & POS terminals



# **PaySim: critical payments infrastructure testing tool**

- platforms, processes and scheme rule compliance
- customers



**Simulates the full transaction lifecycle**, enabling banks & fintechs to complete end-to-end testing of their payment

Enables financial institutions to test their payment systems to meet the reliability & performance expectations of their



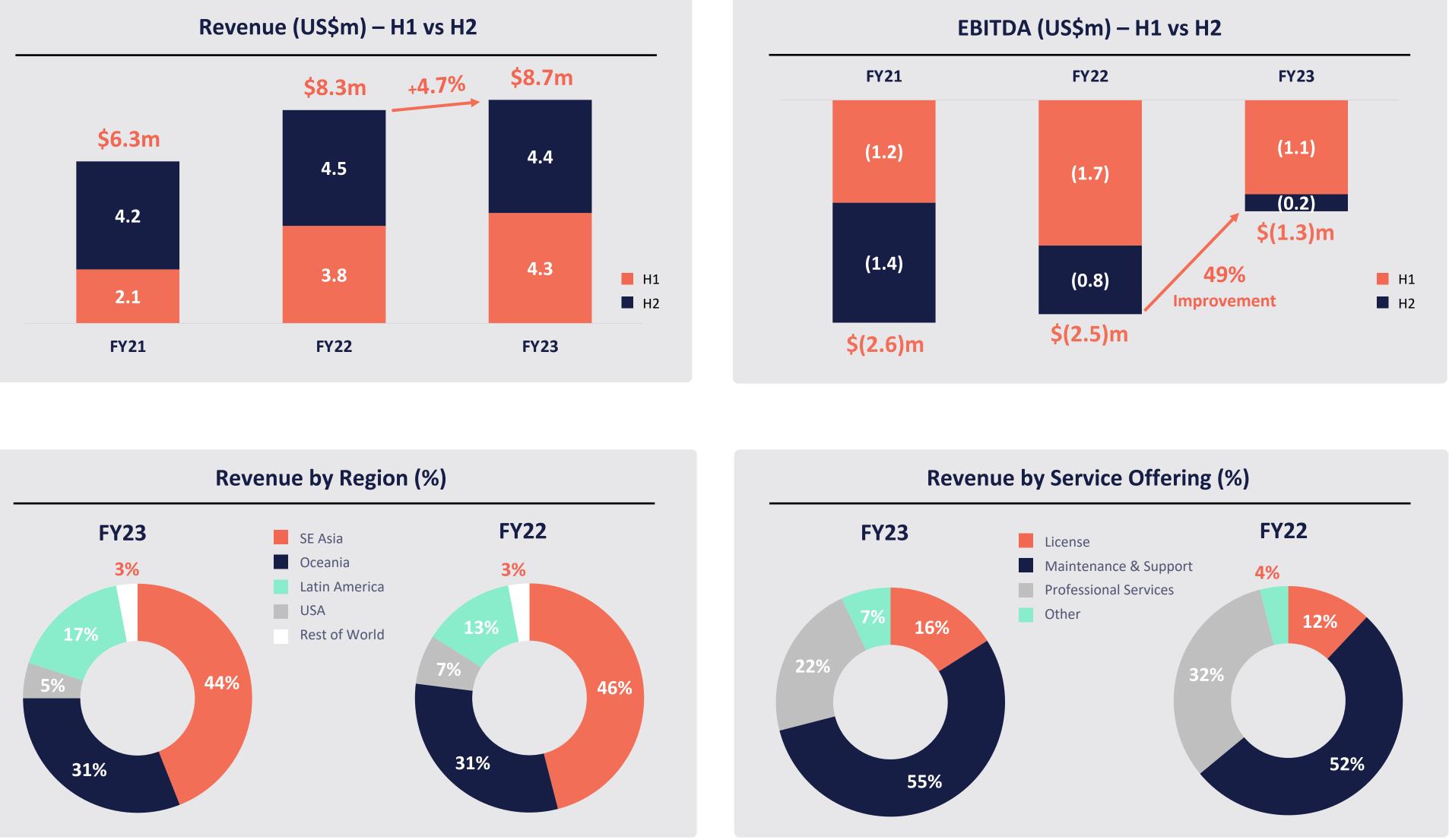
# FY23 Financial Results

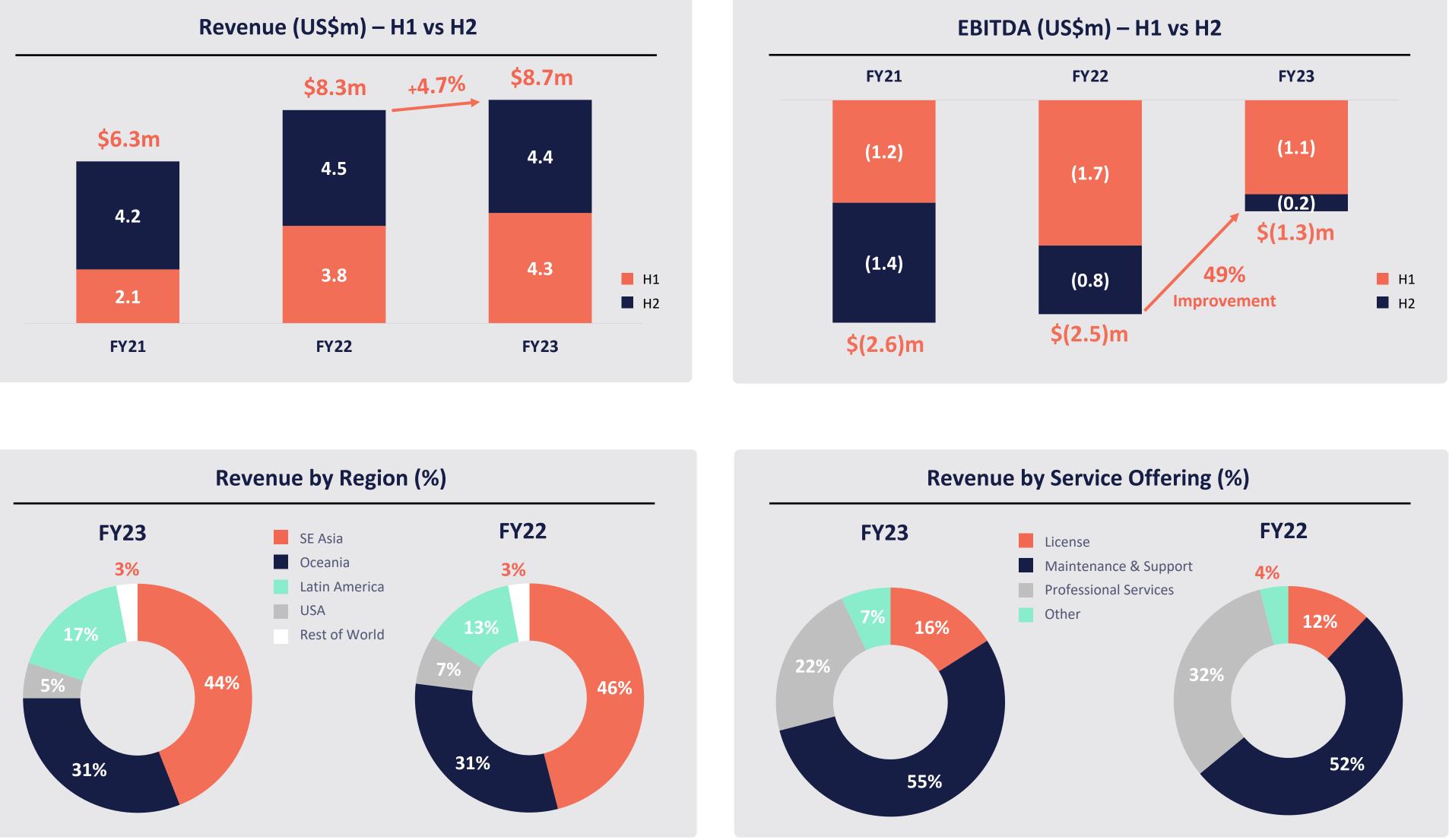




**Financial Dashboard** 

Geographically diverse client base providing a platform for future growth and expansion







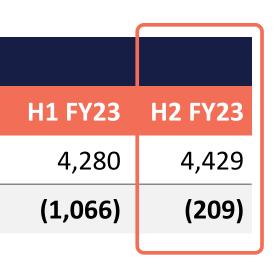
**Revenue growth and** realigned cost base driving improved **EBITDA** 

# **Profit & Loss**

Profit & Loss Summary			
(US \$000's)	FY23	FY22	Var %
Revenue	8,709	8,316	4.7%
COGS	-	-	n/a
Gross Profit	8,709	8,316	4.7%
Employee expenses	(5 <i>,</i> 720)	(7,282)	(21.5%)
Professional services & insurance	(1,012)	(980)	3.3%
Technology & hosting	(1,612)	(1,108)	45.5%
Other expenses	(1,619)	(1,461)	10.8%
Operating Expenses	(9,963)	(10,831)	(8.0%)
EBITDA	(1,274)	(2,515)	(49.3%)

Note: FY23 EBITDA excludes \$20k of interest included as Revenue

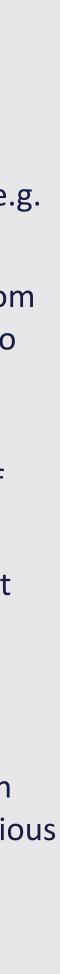
Profit & Loss - H1 vs. H2		
(US \$000's)	H1 FY22	H2 FY22
Revenue	3,769	4,548
EBITDA	(1,672)	(843)



Material improvement in H2 FY23 EBITDA following cost base alignment in H1 FY23

#### **Key Comments**

- FY23 revenue of US\$8.7m (A\$13.6m), up 4.7% on pcp
  - Modest growth driven by new licences and uplift in maintenance & support revenue from existing clients (e.g. module upsell & new licence tiers)
  - FY23 did not include any PaaS transactional revenue from NZ clients who have now gone 'live' and are expected to transition cardholders to Change in H1 FY24
- Processing & Issuing (P&I) by new clients on the Vertexon PaaS platform will add COGS moving forward as a result of scheme related fees
- Employee costs reduced by 21.5%, driven by realigned cost base in July 2022
  - Cost base realignment streamlined the business to enable future growth to be delivered profitably
- Technology and hosting cost increase reflecting integration and compliance work with Mastercard, NZ clients, and various testing protocols for ANZ Vertexon go-live
- 49% improvement in EBITDA loss to US\$1.3m (A\$2.0m)



Transitioning from licence & project fee revenue model to a SaaS revenue model

# **Revenue model transition**

#### **Vertexon – Old Revenue Model**

#### Licence

- On premise solution client responsible for card issuing
- Upfront licence fee in perpetuity with ongoing S&M (20% of licence fee p.a.)
- Minimal volume related fees

	Revenue Type	Model Type	Description	FY23 Rev %	FY24+ Tre (% Total R
Ĕ	Support & Maintenance (S&M)	Licence	<ul> <li>Existing clients on 'licence model' - equal to c.20% licence fee p.a.</li> <li>% of total revenue will fall over time as SaaS revenue grows</li> </ul>		<b>1</b>
Recurring	Minimum Fee Commitments (SaaS)	Processing or P&I	<ul> <li>Recurring monthly / annual charges</li> <li>Transitioning existing 'licence model' clients to SaaS will drive revenue uplift</li> </ul>	-	1
~	Volume & Transaction (SaaS)	Processing or P&I	<ul> <li>Potential for material revenue growth as processing, transaction volumes, cards on issue &amp; spend increases</li> </ul>	-	1
- Off	Licensing	Licence	<ul> <li>Upfront one-off licence fees</li> <li>Existing clients charged licence fee for additional features</li> </ul>	16%	$\checkmark$
One -	Implementation & Projects	All models	<ul> <li>Implementation, new products, features, upgrades, client requests</li> <li>% revenue may fall slightly, albeit will form base reflecting consistent new wins</li> </ul>	<b>29%</b>	$\leftrightarrow$

	Vertexon – New	Revenue Model
	Processing	Processing & Issuing (P&I)
	Cloud hosted – client responsible for card issuing	Cloud hosted – Change responsible for card issuing
4	Volume & transaction-based fee revenue	Incremental volume & transaction-base fee revenue + other revenue (e.g. interchange)

#### **Revenue Streams – Vertexon + PaySim**









Recent capital raisings have strengthened the Company's financial position and enabled continued investment in the business

# **Balance Sheet**

Balance Sheet	
(US \$000's)	FY23
Cash & equivalents	5,351
Receivables	2,121
Other current assets	849
Current Assets	8,321
Intangibles	6,343
Deferred tax asset	103
Fixed assets	209
Other non-current assets	325
Non-Current Assets	6,980
Total Assets	15,301
Payables	(1,294)
Contract liabilities	(3,291)
Employee provisions	(1,060)
Other current liabilities	(121)
Current Liabilities	(5,766)
Non current borrowings	-
Other non-current liabilities	(1,098)
Non-Current Liabilities	(1,098)
Total Liabilities	(6,864)
NetAssets	8,437

FY22
1,501
1,791
641
3,933
5,993
102
319
-
6,414
10,347
(1,196)
(3,095)
(1,289)
(206)
(5 <i>,</i> 786)
(1,058)
<b>4</b>
(159)
(159) (1,217)

3,344

#### **Key Comments**

- Cash balance of US\$5.4m (A\$8.4m) boosted during the year by:
  - US\$3.9m capital raising in August / September 2022 (excl. offer costs); and
  - US\$4.6m strategic placement (excl. offer costs)
- Intangibles represent the carrying value of software including capitalised development costs
- Other non-current assets is the security guarantee requirement of Change's scheme and processing partners as Change now begins issuing and processing card transactions
- Deferred income of US\$3.3m (A\$5.2m) represent maintenance, service fees and project fees invoiced in advance of the service being provided
  - Will be recognised as revenue over next 12 months as work is delivered
- Change is now debt free
- Other non-current liabilities includes US\$1.0m incentive payment received in June 2023 from Mastercard
  - Will be progressively recognised as revenue as various transaction related milestones are achieved



**Continued investment** in core products to deliver future revenue growth

## Cashflow

Cashflow			
(US \$000's)	FY23	FY22	Key Comments
Receipts from customers	9,548	9,047	Cash receipts expected to smooth over time as PaaS c
Payments to suppliers / employees	(10,194)	(10,782)	(expect to invoice monthly in arrears)
Other	(414)	(90)	
Operating cash flow	(1,060)	(1,825)	Reduced operating payments reflect realigned cost ba cash management
Payment for plant & equipment	(19)	(44)	Software investment relates to capitalised software definition
Investment in software	(1,505)	(1,388)	primarily on the Vertexon platform
Receipts from sub lease	45	160	prinality on the vertexon platform
Receipts (payments) for security deposits	(325)	12	Vertexon (c.83%) – key focus on SaaS capability ir
Investing cash flow	(1,804)	(1,260)	Zealand and Australia including enhanced cardho
			system-to-system APIs, 3D Secure and fraud prev
Proceeds from share issue	8,482	-	monitoring, new card features and NZ EFTPOS int
Proceeds from (repayment of) borrowings	(991)	1,058	
Cost of funding	(505)	(54)	PaySim (c.17%) – key focus on certification and presented and present
Lease liabilities	(95)	(293)	services, extending testing and simulation API, M
Financing cash flow	6,891	711	connectivity protocol and TLS enhancements
Opening cash balance	1,501	4,019	Repayment of borrowing and equity inflows reflect ca
FX adjustment	(177)	(144)	undertaken in August / September 2022 and strategic
Closing Cash Balance	5,351	1,501	February 2023





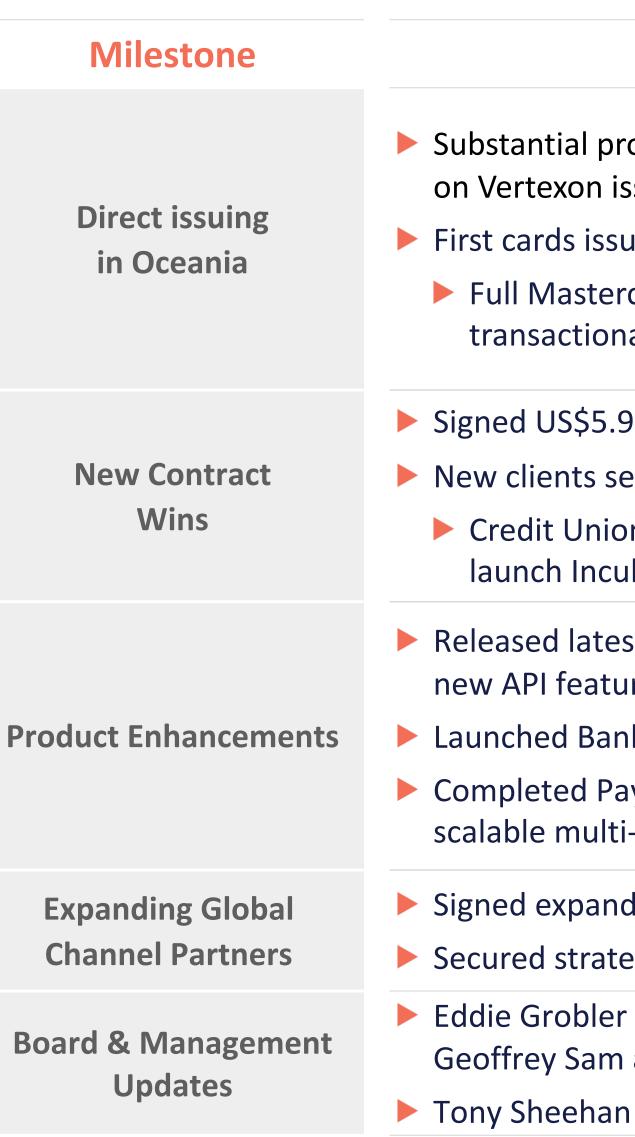
# FY23 Operational Results





#### Milestones achieved in FY23 provide foundations for accelerated future growth

# **Operational Milestones**



#### **Details**

- Substantial progress completing necessary regulatory and compliance milestones (refer following slide on Vertexon issuing capabilities)
- First cards issued for three of the four NZ PaaS clients (using processing and issuing services)
  - Full Mastercard connectivity completed, with EFTPOS connectivity expected in Q1 FY24 enabling first transactional revenues to be generated during H1 FY24
- Signed US\$5.9m (A\$9.2m) of contracts in FY23 with both new and existing clients
- New clients secured across PaySim and Vertexon including some notable wins
  - Credit Union Auckland, Simply Zibra, HealthNow, partnership with Mastercard and Fintech Actuator to launch Incubator program in Australia
- Released latest version of the Vertexon PaaS platform for Oceania clients AWS hosted architecture; new API features; PCI-DSS security enhancements including 3DS 2.0; new rules engine features
- Launched Bank Identification Number (BIN) sponsorship offering in ANZ (Vertexon)
- Completed PaySim certification solution for ISO20022 (Faster Payments) development, focused on scalable multi-region implementations; Certification Client Portal UX / UI design completed
- Signed expanded partnership agreement with Mastercard in US enables Change to offer debit cards
   Secured strategic investment (19.99%) and signed MOU with US-based fintech entrepreneur
- Eddie Grobler appointed Chair (from NED), Tom Russell appointed ED (previously Alternate Director) & Geoffrey Sam appointed NED
- Tony Sheehan appointed CEO as of 3 July 2023, replacing the retiring Alastair Wilkie



The majority of key enablers for card issuing in Australia, New Zealand and the US are now in place

# **Vertexon issuing capabilities**

- Australia and the US
- prepaid cards in NZ, Australia and the US
- - manage prepaid and debit cards

change	<b>Regulatory Licence</b>	Mastercard Issuing Licence	Mastercard Certified Processor	Mastercard Prepaid Issuing	Mastercard Debit Issuing <sup>1</sup>
New Zealand	Registered FSP	Licenced	Certified	Live	Live
Australia	AFSL	Licenced	Q1 FY24	Approved	Approved
United States	Issuing Bank Partner	Licenced	Certified	Live	Q1 FY24

- 1. Debit issuing requires a partner bank (US) or customers to be a licensed deposit taking entity (NZ & AU)
- 2. Green shading denotes completed in financial year 2023

Change has completed the majority of the necessary regulatory and licensing requirements to enable card issuing in NZ,

Upon completion of the two remaining items shaded orange (targeting Q1 FY24), Change will be able to issue debit and

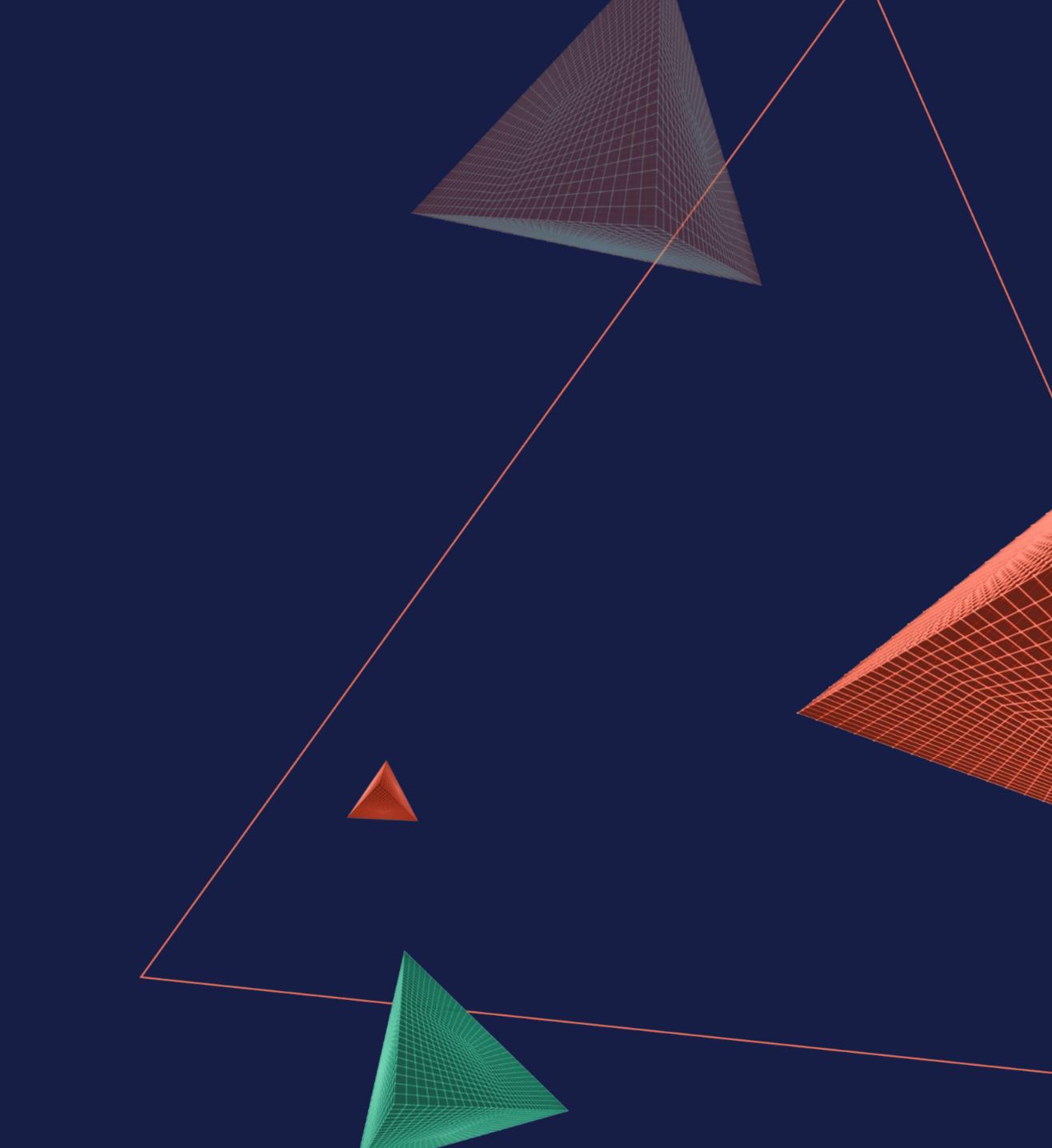
Mastercard Principal Memberships in Australia and New Zealand enables Change to offer BIN Sponsorship in these regions Enables clients without local issuing capabilities to access Change's principal issuing status with Mastercard to issue and

Also provides an efficient and cost-effective solution for clients looking to expand their service offerings in the region





# Outlook





**Clear and focussed** operational roadmap to deliver shareholder value

# **FY24 Operational Milestones**



### **Shared Success & Growth**

- Transition NZ card programs to Change which will drive transactional revenues H1 FY24
- Onboard US clients once platform operational in market H1 FY24
- Drive new client wins by leveraging Vertexon and PaySim technology and partner ecosystem ongoing FY24 focus



3

### **Operational Excellence**

- Achieve go-live for NZ EFTPOS acceptance Q1 FY24

### **Market Leading Solutions**

- Mastercard technical certification in Australia Q1 FY24
- Mastercard debit card issuing approval in the US Q1 FY24/

Strengthen core operations and capabilities – compliance, security and fraud & transaction monitoring – H1 FY24 Continue working with existing Vertexon on-premise clients to upgrade or migrate to PaaS – ongoing FY24 focus

Launch latest version of Vertexon PaaS platform in US market – H1 FY24

Undertake PaySim modernisation program (UX/UI improvements) – ongoing FY24 focus



**Focused execution and** delivery to achieve success

# Outlook

#### Profitable revenue growth

- now planned to occur over H1 FY24

#### Cashflow breakeven

### **4 Key Objectives to Drive Success**



Shared Success & Growth

Realigned cost base has positioned Change to deliver profitable revenue growth in FY24+

Despite initial delays with NZ clients, they are now onboarded with first live cards issued and transition of cardholders

Targeting to achieve a monthly cashflow breakeven run-rate exiting FY24 through

Existing client base + contracted PaaS clients + new client / partner wins







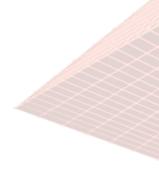
**Operational** Excellence



**Market Leading Solutions** 



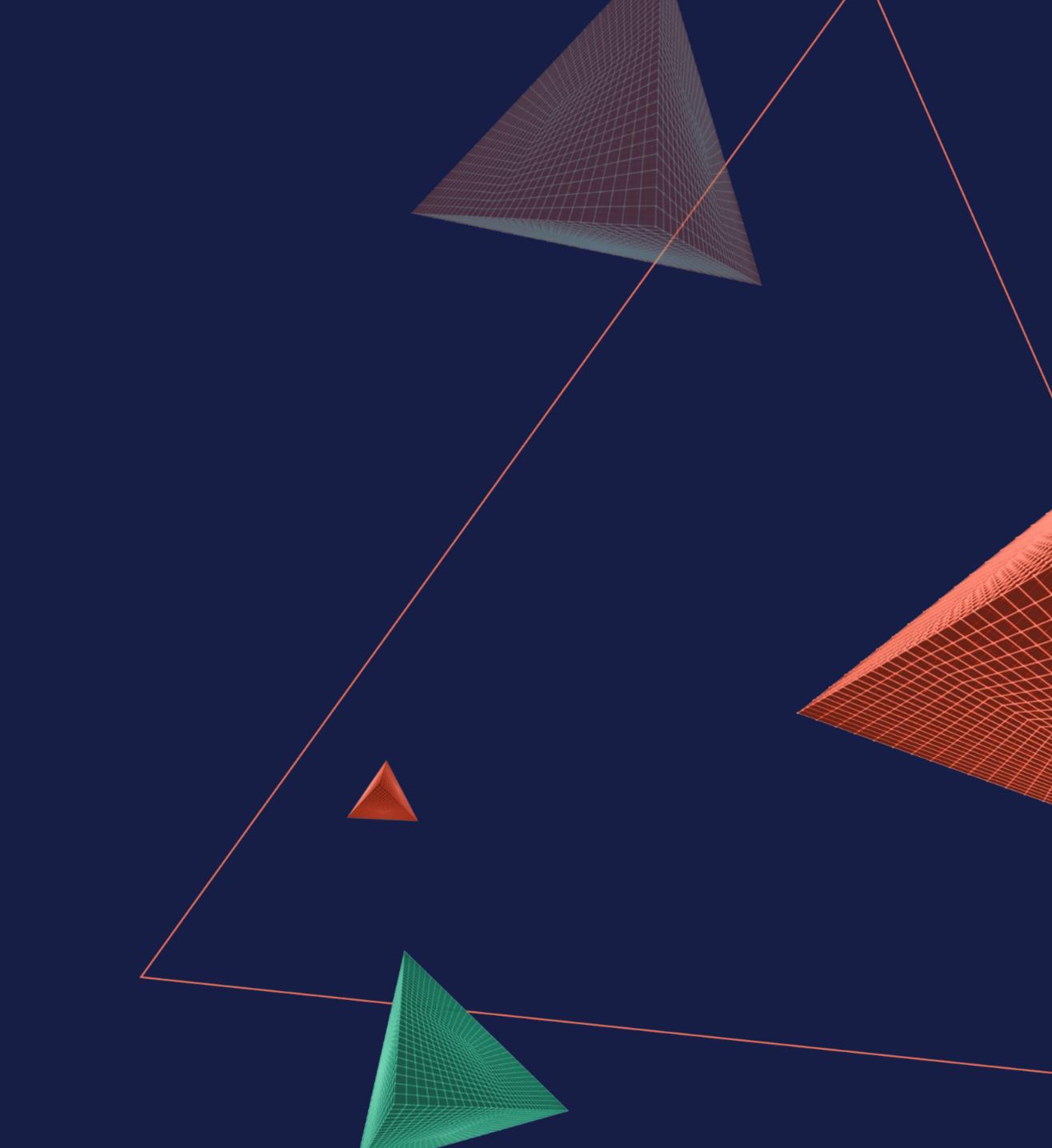
**Powering our** People







# Appendix





Vertexon powers card programs around the globe



Lowers the barrier of entry for banks & fintechs to deliver innovative digital card solutions to their customers







Processing & Issuing (P&I)
Cloud hosted; platform used to manage card & payments infrastructure
Change responsible for card issuing
ANZ & US

#### **Cloud Based**

Locally installed in client jurisdiction with upgrades automatically deployed



#### **API First**

Single API & sandbox for rapid global platform access

#### **Speed to Market**

Agile & nimble partner which lowers the barriers of entry for issuing & card products

#### **Capital Efficient**

Capital light model through reduced compliance overhead (e.g. PCI DSS) & infrastructure investment



#### Innovation

Leverage modern digital solutions to respond to market trends & client needs quickly

#### **Scheme Agnostic**

Transaction processing for all major schemes inc. Mastercard, Visa, Union Pay, JCB & AMEX





Material revenue uplift from transition to SaaS model over contract life

# Vertexon: contract revenue breakdown (indicative only)

Example illustrates an indicative program of 25k **prepaid** cards.

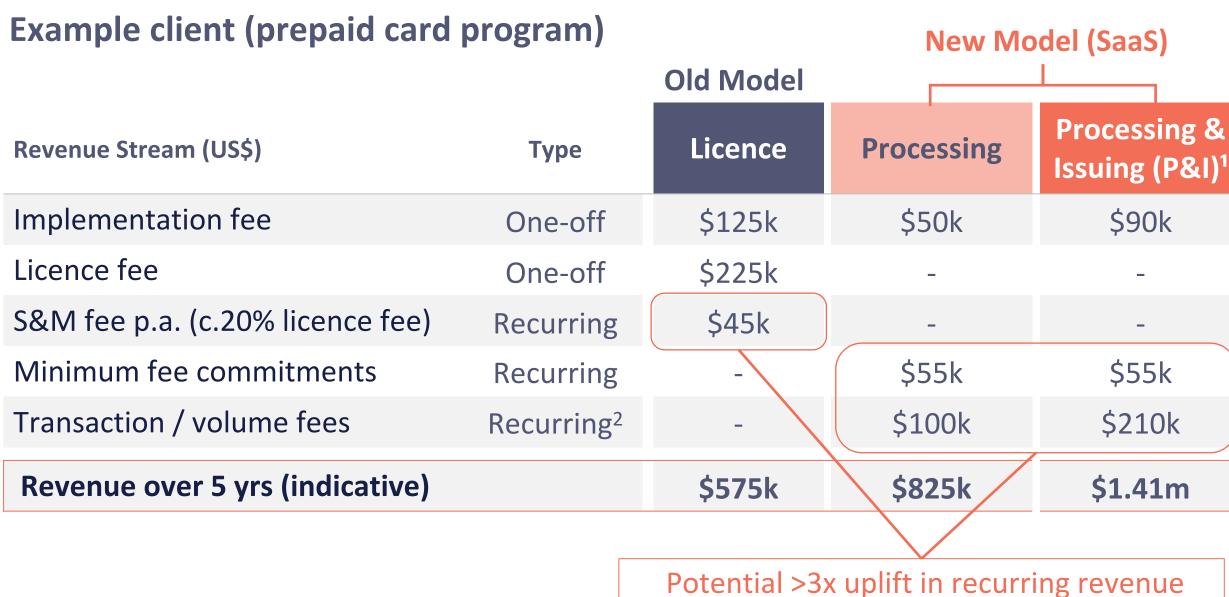
**Debit** card programs typically result in increased revenues due to higher transaction volumes.

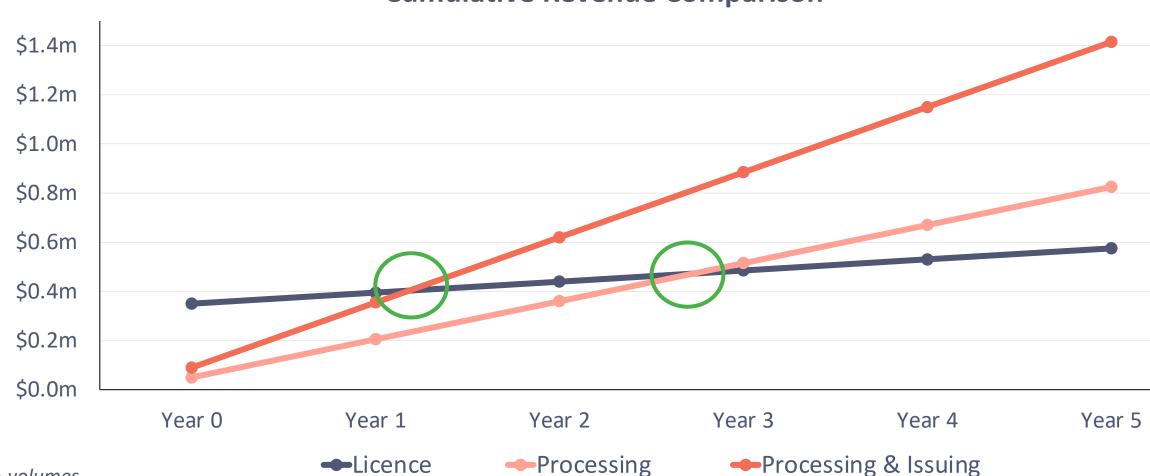
#### Key benefits of SaaS model

- Greater revenue over contract life
- Delivers revenue growth directly correlated to client growth through transaction & volume based fees
- Improves delivery speed & reduces cost to manage software versioning, upgrades & deployments
- Improves scalability

1. Issuing fees excludes any card scheme pass through costs

2. Recurring in nature however \$\$ value may vary as driven by card spending & volumes





#### **Cumulative Revenue Comparison**





Large market potential with targeted areas of near-term opportunity

# **Vertexon:** large global opportunity

Customer Type	Example Customer	Potential Deal Value (5 yrs)	ANZ	US	South East Asia	LATAM
Banks	BDO Unibank (Philippines)	US\$1m - \$5m	120+	2,100+	180+	400+
Financial institutions <sup>2</sup>	First CU (NZ)	US\$0.5m - \$4m	60+	3,900+	n/a <sup>3</sup>	n/a <sup>3</sup>
Fintechs	Rolling Thunder (US)	US\$0.2m - \$2m	350+	6,100+	900+	2,400+

#### **ANZ market opportunity**

- Strong thematic of accelerating move aw Premises' to cloud technology solutions
- Typically large banks have the financial capacity to invest in their own payments technology while smaller institutions & fintechs leverage third-party solutions
- Of approximately 60 financial institutions<sup>2</sup> in ANZ, Change is targeting >50%; large near-term opportunity

Management estimates; Sources: ANZ – RBA, RBNZ & Crunchbase, US – FDIC, NCUA & Crunchbase 1.

*Includes credit unions, mutual banks, building societies & non-federally insured banks, etc.* 2.

Data not available 3.

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#### **Initial ANZ target market**

<b>Customer Type</b>	Potential Deal Value (5 yrs)	No. Targets
Banks	US\$1m - \$5m	10
Financial institutions <sup>2</sup>	US\$0.5m - \$4m	40
Fintechs	US\$0.2m - \$2m	30
Similar types of credit unions and mutuals to the recent 4 NZ client wins		



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