

28 December 2023

IncentiaPay and NGCH agree Principal and Interest Payment Deferment

Highlights:

- **IncentiaPay and NGCH have agreed to amend the Convertible Loan Deed to provide:**
 - a) **deferment in the principal repayment date from 31 Dec 2024 to 31 Dec 2025; and**
 - b) **deferment of interest payments from 31 Dec 2024 to 31 Dec 2025**
- **All other existing terms and conditions will remain the same notably :**
 - a) **No interest will be charged on the interest accrued; and**
 - b) **Deferred interest will not be eligible for conversion to equity**

IncentiaPay Ltd (**ASX:INP** or the **Company**) Australia and New Zealand's Premier Entertainment, Lifestyle and Rewards Platform, has agreed to major amendments to its Convertible Loan Deed ("**Loan Deed**") dated on or about 15 March 2022, as amended by the First Deed of Amendment, Consent and Waiver entered into on or around 27 April 2023 with New Gold Coast Holdings (**NGCH**).

As per the amendment, the Company has received a deferment of principal and interest payments on the debt outstanding under the Loan Deed until 31 December 2025. During this period, the following will apply:

1. Principal amount drawn under the facility to be repaid by 31 December 2025;
2. Interest will continue to accrue on the principal drawn down by the Company from time to time, with the full amount of accrued but unpaid interest payable no later than 31 December 2025;
3. Interest will continue to accrue under a separate account and will not be capitalised. Accrued interest will not be considered eligible for conversion as part of the outstanding facility balance; and
4. No interest will be charged on the interest accrued.

IncentiaPay's CEO, Ani Chakraborty said: *"We are excited to secure this amendment to the Loan Deed. We have successfully executed our cost reduction and technology transformation plan. Now, we are focused on executing our revenue pivot plan to grow our topline. This amendment will allow the management to continue the focus while providing the Company further runway to achieve operating cash breakeven."*

This announcement has been authorised for release by the Board of Directors of IncentiaPay Ltd.

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For more information, please contact:

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Secretary

About IncentiaPay

Through its Entertainment-branded subsidiaries, IncentiaPay provides a marketplace for offers and rewards which connects merchants wanting more business with consumers seeking entertainment, lifestyle and leisure experiences at great value.

Founded in 1994, Entertainment (part of IncentiaPay) is a trusted and iconic source of member-only offers and deals that manages the largest and most comprehensive amount of entertainment-related merchant content. It provides fundraisers, merchants and enterprises with advanced data and campaign analytics and markets to the largest closed-group of subscription-paying members in Australia and New Zealand.

IncentiaPay generates revenue through member subscription fees and marketplace features that provide data-as-a-service and targeted campaign value to merchants, enterprise and fundraising partners. www.incentiapay.com