

AFTERPAY HOLDINGS LIMITED

(ASX: AFY)

ASX Announcement

19 June 2017

Afterpay Scheme Meeting Results - Shareholders vote in favour of Scheme of Arrangement

Afterpay Holdings Limited (ASX:AFY) (**Afterpay**) is pleased to announce that Afterpay shareholders today voted in favour of the scheme of arrangement (**Scheme**) which is part of the overall merger between Afterpay and Touchcorp Limited (ASX:TCH) (**Touchcorp**) under a new holding company, Afterpay Touch Group Limited (**APT**).

Afterpay advises that the Scheme resolution as set out in the Notice of Scheme Meeting was passed by the requisite majorities of Afterpay shareholders, with:

- 98.71% of Afterpay shareholders present and voting at the Scheme Meeting (in person or by proxy) voting in favour of the Scheme resolution; and
- 99.99% of the total number of votes cast on the Scheme resolution being in favour of the Scheme resolution.

The results for the poll were as follows.

	Number of Afterpay shareholders	%	Number of votes	%
For	305	98.71	87,899,346	99.99
Against	4	1.29	11,137	0.01
Total	309	100.00	87,910,483	100.00
Abstain	1		230	

In accordance with Listing Rule 3.13.2 and section 251AA(2) of the *Corporations Act 2001* (Cth), details of the resolution, proxies and poll result at the Afterpay Scheme Meeting are attached.

Afterpay advises that Touchcorp's shareholders also today voted in favour of the Scheme with the Touchcorp Scheme resolution passed by the requisite majorities of Touchcorp shareholders.

Afterpay will seek orders from the Federal Court of Australia (**Court**) for the approval of the scheme at the Second Court Hearing, scheduled for Wednesday, 28 June 2017.

If the Court approves the scheme, Afterpay expects to lodge the Court orders with the Australian Securities and Investments Commission on the same date so that the scheme becomes legally effective on Wednesday, 28 June 2017. If this occurs, Afterpay's shares will be suspended from trading with effect from the close of trading on ASX on Wednesday, 28 June 2017.

The Implementation Date for the scheme is expected to be Thursday, 6 July 2017. The issue of new APT shares as scrip consideration is expected to occur on that date.



Sophie Karzis
Company Secretary
Afterpay Holdings Limited

ENDS

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About Afterpay

Founded in 2014, Afterpay is a leading Australian retail payments innovator that facilitates commerce between retail merchants and their end-customers. Afterpay offers a 'buy now, receive now, pay later' service that does not require end-customers to enter into a traditional loan or pay any upfront fees or interest to Afterpay. Afterpay currently has over 500,000 customers and over 3,100 retail merchants and in May 2016, listed on the Australian Securities Exchange. For more information, visit www.afterpay.com.au.

AFTERPAY HOLDINGS LTD
2017 Scheme Meeting
Monday, 19 June 2017
Voting Results

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Approve the Scheme of Arrangement	Special	86,902,106 99.47%	11,137 0.01%	451,240 0.52%	230	87,899,346 99.99%	11,137 0.01%	230	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.