

AFTERPAY HOLDINGS LIMITED

(ASX: AFY)

ASX Announcement

28 June 2017

Federal Court approves scheme of arrangement

Afterpay Holdings Limited (ASX:AFY) (**Afterpay**) is pleased to announce that the Federal Court of Australia (**Court**) has today made orders approving the scheme of arrangement between Afterpay and its shareholders (**Scheme**), which is part of the overall merger between Afterpay and Touchcorp Limited under a new holding company, Afterpay Touch Group Limited (**APT**).

It is expected that a copy of the Court's orders will be lodged with ASIC later today, at which time the Scheme will become legally effective. After this occurs, Afterpay's shares will be suspended from trading with effect from the close of trading on ASX today.

In accordance with the terms of the Scheme, the holders of Afterpay shares on the Record Date (Monday, 3 July 2017) (other than Ineligible Foreign Shareholders, if any) will be issued with APT shares as Scheme consideration on the Implementation Date, being Thursday, 6 July 2017.

Afterpay will apply to ASX to be delisted shortly after implementation of the Scheme.

A handwritten signature in blue ink, appearing to read "Sophie Karzis".

Sophie Karzis
Company Secretary
Afterpay Holdings Limited