



## Announcement Summary

---

**Entity name**

OPENPAY GROUP LTD

**Announcement Type**

New announcement

**Date of this announcement**

22/6/2021

**The Proposed issue is:**

A placement or other type of issue

**Total number of +securities proposed to be issued for a placement or other type of issue**

ASX +security code	+Security description	Maximum Number of +securities to be issued
OPY	ORDINARY FULLY PAID	11,247,744

**Proposed +issue date**

1/9/2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

---

**1.1 Name of +Entity**

OPENPAY GROUP LTD

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ABN

**Registration Number**

97637148200

**1.3 ASX issuer code**

OPY

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

22/6/2021

**1.6 The Proposed issue is:**

A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	1/9/2021	<input checked="" type="checkbox"/> Estimated	

**Comments**

The securities detailed in this appendix 3B consist of Upfront Consideration shares, Tranche 1 Earn-out shares and Tranche 2 Earn-out shares in relation to the Acquisition of Payment Assist UK ("Acquisition"). The Upfront Consideration Shares will only become issuable upon completion of the Acquisition which is anticipated to occur in 1H FY22. The Tranche 1 Earn-out shares and Tranche 2 Earn-out shares will only become issuable upon achievement of certain performance and outperformance indicators measurable at the end of UK FY21 and FY22, and UK FY22 and FY23, and will also be subject to shareholder approval (see below).

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	31/1/2023	<input checked="" type="checkbox"/> Estimated	

**Comments**

If the Acquisition is completed earn-out considerations, of which 40% will be payable in shares, may become payable in 1H CY23 ("Tranche 1 Earn-out shares") and 1H CY24 ("Tranche 2 Earn-out shares") (together the "Earn-out Shares"). These payments are subject to the achievement of certain performance and outperformance indicators measurable at the end of the UK FY21 and FY22 (Tranche 1) and UK FY22 and FY23 (Tranche 2). The potential issue of the Earn-out Shares will be subject to shareholder approval.

Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No



Details of +securities proposed to be issued

---

**ASX +security code and description**

OPY : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

3,675,005

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

The shares are proposed to be issued as part of the upfront consideration of the Acquisition (see ASX announcement dated 22 June 2021) ("Upfront Consideration Shares").

The value of the Upfront Consideration Shares to be issued is GBP3.3m which converts to AUD6,072,000 at an exchange rate of AUD1.84 to GBP1.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

6,072,000.000000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

---

Details of +securities proposed to be issued

---

**ASX +security code and description**

OPY : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

7,572,739

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash**



**consideration?**

No

**Please describe the consideration being provided for the +securities**

The Earn-out Shares are proposed to be issued subject to the achievement of performance and outperformance indicators in relation to the Acquisition (see ASX announcement dated 22 June 2021).

The maximum value of the Earn-out Shares that may be issued is GBP6.8m (being 40% of GBP17m). The AUD equivalent below is indicative only based on the current exchange rate of AUD1.84 to GBP1.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

12,512,000.000000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

---

Part 7C - Timetable

**7C.1 Proposed +issue date**

1/9/2021

---

Part 7D - Listing Rule requirements

**7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

3,675,005 Upfront Consideration Shares.

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**



Yes

**7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow**

50% of the Upfront Consideration Shares will be subject to a 12 month voluntary escrow from the date of issue.  
50% of the Upfront Consideration Shares will be subject to a 24 month voluntary escrow from the date of issue.

Part 7E - Fees and expenses

---

**7E.1 Will there be a lead manager or broker to the proposed issue?**

No

**7E.2 Is the proposed issue to be underwritten?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**

Part 7F - Further Information

---

**7F.01 The purpose(s) for which the entity is issuing the securities**

The proposed issues are for part consideration of the acquisition of Payment Assist UK and part consideration of potential earn-out payments.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**

The 7,572,739 Earn-out Shares detailed in this appendix 3B is indicative only and represents the maximum number of Earn-out Shares that may be issued if the performance and outperformance indicators are achieved. Further this maximum number has been calculated using an exchange rate and a 30 day VWAP as at 18 June 2021. The final number of Earn-out Shares issued will be subject to the level of the performance and outperformance indicators achieved and will be calculated using the exchange rate and 30 day VWAP at the end of the respective measurement periods.

**7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

Not applicable - the entity has arrangements in place with the holder that ensure the securities cannot be on-sold within 12 months in a manner that would breach section 707(3) or 1012C(6)