



Afterpay Limited ASX: APT

ASX Announcement

15 October 2021

Market Announcements Office
Australian Securities Exchange

2021 Notice of Annual General Meeting

Afterpay Limited attaches the following documents in relation to its 2021 AGM to be held virtually at **10.00am (AEDT) on Wednesday 17 November 2021**:

- notice of meeting
- sample proxy form
- sample notice and access letter.

Shareholders who elected to receive their notice of meeting electronically will receive an email today with a link to the notice of meetings, and a notice and access letter will be dispatched by post to all other shareholders.

The notice of meeting and other information in relation to the 2021 AGM is also available on our website at <https://corporate.afterpay.com/investors/agm21>.

Authorised by:

Anthony Eisen
Co-CEO & Managing Director

ENDS

For further information contact

Investors and Media		Company
Investor Relations Rhianna Fursdon Director, Investor Relations rhianna.fursdon@afterpay.com +61 477 020 337	AU Media Amanda Shannahan Moore Head of Comms & PR amanda.shannahan@afterpay.com +61 429 374 531 US Media Amanda Pires VP, Communications amandap@afterpay.com 650 208 372	Amanda Street Company Secretary amanda.street@afterpay.com



Notice of 2021 Annual General Meeting

To be held as a virtual meeting at
10.00am (AEDT) Wednesday 17 November 2021

Afterpay Limited
ACN 618 280 649

If it becomes necessary to give shareholders further updates about the AGM, information will be lodged with the ASX and posted at <https://corporate.afterpay.com/investors/agm21>.

Participating in the AGM

Your participation in the AGM is important to us. While shareholders cannot attend a physical location, shareholders can participate online in real time, including by asking questions verbally or online and voting during the AGM.

How to participate in the AGM

You can participate using the online platform. You will need a smartphone, tablet or computer with an internet connection.

You can access the online platform from your device by entering the following URL address in your web browser:

web.lumiagm.com/368996369

The online platform allows you to view the live AGM webcast, ask questions and vote in real time.

To login and register, you will need:

- your **shareholder number (SRN/HIN)**; and
- the **postcode** registered on your holding (for overseas shareholders this will be your 'country code' found in the virtual AGM online guide at <https://corporate.afterpay.com/investors/agm21>).

Online registration will open one hour before the AGM. You are encouraged to register online at least 15 minutes before the meeting.

Proxyholders will need to contact Computershare on +61 (03) 9415 4024 to obtain their login details to participate online.

Further information on how to use the online platform, and a link to the virtual AGM online guide and frequently asked questions and answers, is available at <https://corporate.afterpay.com/investors/agm21>.

Shareholder questions

Shareholders will have a reasonable opportunity to ask questions verbally or online during the AGM, including questions for Afterpay's auditor, Ernst & Young. Shareholders are asked to submit questions as early as possible, be courteous and respectful when doing so, state their questions clearly and concisely, and which agenda item their question relates to, and confine their questions to the matters before the AGM. Questions may be moderated or amalgamated.

Shareholders who prefer to submit questions in advance of the meeting are invited to do so online via www.investorvote.com.au or by emailing company.secretary@afterpay.com. Questions must be received by no later than **5.00pm (AEDT) on Wednesday 10 November 2021**. The Chair of the meeting will address as many of the more frequently asked questions as possible during the AGM. There may not be sufficient time at the meeting to respond to all questions. Individual responses will not be sent to shareholders.

Webcast

The AGM will be webcast via the online platform. The webcast will be recorded and archived for shareholders to view on our website at a later time.

How to submit your vote in advance of the AGM

Shareholders may appoint a proxy to vote on their behalf at the meeting via www.investorvote.com.au. Shareholders who elected to receive their notice of meeting and proxy form electronically or have provided Computershare with their email address will have received an email with a direct link to www.investorvote.com.au. All other shareholders will be sent a letter by direct mail with instructions on how to vote online, which includes a specific six digit control number to vote online.

Proxy votes must be received by 10.00am (AEDT) on Monday 15 November 2021.

Further information on how to appoint a proxy is set out on page 5 of this notice of meeting.

Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chair of the meeting has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where she considers it appropriate, the Chair may continue the meeting, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, shareholders are encouraged to appoint a proxy and submit a proxy vote online ahead of the AGM, even if they plan to attend the online meeting online. If shareholders are unable to complete an online proxy appointment, a proxy form can be requested by contacting Computershare on 1300 850 505 (Australia) or +61 (03) 9415 4000 (overseas). Proxy votes, whether submitted online or in hard copy must be received by **10.00am (AEDT) on Monday 15 November 2021**.

Invitation to Afterpay's 2021 Annual General Meeting

Dear shareholder

I am pleased to invite you to the Annual General Meeting (**AGM** or **meeting**) of Afterpay Limited (**Afterpay**) to be held at **10.00am (AEDT) on Wednesday 17 November 2021**.

We continue to monitor the ongoing risks from COVID-19. In the interests of the health and safety of our shareholders, our employees, their families, and the broader community, and given the uncertainty regarding the rules that may be in place at the time of the meeting relating to large in-person gatherings, the Afterpay Board has again decided to hold the AGM online. This is the approach being taken by most other ASX-listed entities.

Some members of the Afterpay Board and senior management may conduct the meeting from our Melbourne Head Office in a safe and permissible manner.

We encourage shareholders and proxyholders to view the live AGM webcast and participate online. The online platform allows you to ask questions and vote in real time. Information on how to participate is set out in this notice of meeting and at <https://corporate.afterpay.com/investors/agm21>. There you will also find a link to a virtual AGM online guide and frequently asked questions and answers. The AGM webcast will be recorded and archived for shareholders to view at a later time.

At the AGM, our co-founders and co-CEOs, Anthony Eisen and Nick Molnar, and I will provide an update on Afterpay's operations and performance, and we will address other matters important to shareholders.

This notice of meeting and the accompanying explanatory notes detail the formal business to be dealt with at the AGM. Dana Stalder and I are standing for re-election as non-executive directors and we will both address the meeting. The Board unanimously supports both re-elections, and in doing so notes the importance of continuity of leadership and governance oversight in changing times.

The AGM resolutions also include the adoption of Afterpay's Remuneration Report for the year ended 30 June 2021. In previous years, shareholder approval has been sought for the grant of options to the co-CEOs as the long term incentive (**LTI**) component of their remuneration, however the co-CEOs have elected not to receive an LTI grant for the year ending 30 June 2022.

To maximise the opportunities for shareholder participation at the AGM, you are encouraged to appoint a proxy and submit a proxy vote ahead of the meeting via www.investorvote.com.au. We also invite shareholders to submit questions in advance of the AGM. Questions may be emailed to company.secretary@afterpay.com or submitted via www.investorvote.com.au. We will address as many of the more frequently asked questions as practicable at the meeting.

Transaction with Square

I would like to comment briefly on the proposal from Square, Inc. (**Square**) to acquire Afterpay by way of a scheme of arrangement (**scheme**), which was announced on 2 August 2021 (and which the Afterpay Board has unanimously recommended, in the absence of a superior proposal and subject to the independent expert concluding and continuing to conclude that the scheme is in the best interests of Afterpay shareholders).

A separate meeting for Afterpay shareholders to consider a resolution regarding the scheme is currently expected to be held in early December 2021 (**scheme meeting**). Prior to the scheme meeting, you will be sent a notice of meeting and scheme booklet setting out detailed information about the scheme. I encourage you to read that document in its entirety once you receive it.

At the AGM, priority will be given to considering matters set out in this notice of meeting. While our AGM presentations may include some comment about the scheme, the forthcoming scheme meeting will be focused on the transaction with Square and will deal with any matters or questions shareholders wish to raise in relation to the scheme.

As we look ahead with excitement at the opportunity that FY22 presents, I thank shareholders for your support of Afterpay as it unlocks the next phase of growth.

I look forward to welcoming you to the AGM.



Elana Rubin
Independent Chair

Notice of meeting

The 2021 Annual General Meeting [**AGM** or **meeting**] of Afterpay Limited [ACN 618 280 649] [**Afterpay** or the **Company**] will take place at **10.00am [AEDT] on Wednesday 17 November 2021** as a virtual meeting online at <https://web.lumiagm.com/368996369>. Online registration will commence at **9.00am [AEDT]**. Some members of the Board and senior management may conduct the meeting from Afterpay's Melbourne Head Office.

AGM agenda

9.00am Online registration opens

Please log into your device and register your attendance. You will need your SRN/HIN and your postcode/country code (or proxyholder login provided to you by Computershare).

10.00am AGM commences

- Chair's welcome and address
- Co-CEOs' presentation
- Shareholder questions and items of business.

Item 3 Adoption of the Remuneration Report

To consider and, if thought fit, pass the following as an ordinary resolution:

Resolution 3:

"That the Remuneration Report of the Company for the year ended 30 June 2021 be adopted."

Note that the vote on this resolution is advisory only and will not bind the directors or the Company.

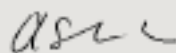
Voting exclusion:

The Company will disregard any votes cast on resolution 3:

- by or on behalf of members of the key management personnel (**KMP**) named in the Remuneration Report for the year ended 30 June 2021 and closely related parties (as defined in the Corporations Act 2001) of those persons, regardless of the capacity in which the vote is cast; and
- as a proxy by members of the KMP at the date of the meeting and their closely related parties, unless the vote is cast as proxy for a person entitled to vote on resolution 3;
- in accordance with a direction on the proxy form; or
- by the Chair of the meeting in accordance with an express authority in the proxy form to vote undirected proxies as the Chair sees fit even though resolution 3 is connected with the remuneration of the KMP.

Dated: 15 October 2021

By order of the Board of Afterpay Limited



Amanda Street
Company Secretary

AGM items of business

Item 1 Financial statements

To receive and consider the Financial Report of the Company and its controlled entities, the Directors' Report and the Auditor's Report for the year ended 30 June 2021.

Note that no vote is required on this item.

Item 2 Re-election of directors

To consider and, if thought fit, pass the following as separate ordinary resolutions:

Resolution 2A:

"That Elana Rubin, being a director of the Company who retires in accordance with clause 20.1 of the Company's constitution, and being eligible, is re-elected as a director."

Resolution 2B:

"That Dana Stalder, being a director of the Company who retires in accordance with clause 20.1 of the Company's constitution, and being eligible, is re-elected as a director."

Voting information

Entitlement to vote

For the purposes of determining entitlement to vote at the AGM, shares will be taken to be held by the persons who are registered as shareholders as at **7.00pm (AEDT) on Monday 15 November 2021**. Transactions registered after that time will be disregarded in determining shareholders' entitlement to vote.

All resolutions will be by poll

Voting at the AGM on each of the resolutions set out in the notice of meeting will be conducted by a poll.

Voting and proxies

A shareholder may vote at the AGM either by:

- voting online in real time, or if the shareholder is a corporate shareholder, appointing a corporate representative to act on the shareholder's behalf; or
- appointing an attorney or a proxy to vote online in real time for the shareholder.

Voting by corporate representative

Any corporate shareholder or proxy may appoint a person to act as its representative. The representative must provide Computershare with a formal notice of appointment signed as required by section 127 of the Corporations Act 2001 or the constitution of the corporation prior to the AGM. A form of notice of appointment can be obtained from Computershare or downloaded from www.investorcentre.com.au.

Voting by proxy

If a shareholder does not wish to attend the AGM but is entitled to attend and vote, the shareholder may appoint a representative or the Chair as proxy to vote on their behalf. A proxy need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes at the meeting, the shareholder may appoint two proxies and specify the proportion or number of votes each proxy is appointed to exercise.

Online

Shareholders can appoint a proxy to vote on their behalf online at www.investorvote.com.au by following the instructions set out on the website.

Shareholders who elected to receive their notice of meeting and proxy form electronically or have provided Computershare with their email address will have received an email with a direct link to the Computershare voting site. All other shareholders will be sent a letter by direct mail with instructions on how to vote online, which includes a specific six digit control number to vote online.

In order to take effect, the proxy appointment (together with the power of attorney (if any) under which the proxy was signed (or a certified copy)) must be received by Computershare no later than **10.00am (AEDT) on Monday 15 November 2021**.

Shareholders who appoint a proxy or attorney may still view the AGM online. However, if the shareholder votes on a resolution, the proxy or attorney is not entitled to vote as that shareholder's proxy or attorney on the resolution.

Custodian voting

For Intermediary Online subscribers only (custodians), please submit your voting intentions at www.intermediaryonline.com.

By mail

If shareholders are unable to complete an online proxy appointment, a proxy form can be requested by contacting Computershare on 1300 850 505 (Australia) or +61 (03) 9415 4000 (overseas). Completed proxy forms (together with the power of attorney (if any) under which the proxy was signed (or a certified copy)) must be received by Computershare no later than **10.00am (AEDT) on Monday 15 November 2021**. The proxy form (and authority) must be returned to Computershare either:

- **by post:** GPO Box 242, Melbourne VIC 3001
- **by fax:** 1800 783 447 (within Australia) or +61 (03) 9473 2555 (overseas).

Voting by attorney

Where a shareholder appoints an attorney to act on their behalf at the AGM, the power of attorney validly appointing the attorney (or a certified copy) must be provided to Computershare as set out above by **10.00am (AEDT) on Monday 15 November 2021**.

Voting exclusions apply to the Company's KMP and their closely related parties

Members of the Company's KMP (which includes each of the non-executive directors, each co-CEO and executive director and the Chief Financial Officer) and their closely related parties will not be able to vote your proxy on resolution 3 unless you direct them how to vote by marking a voting box for that item, or the Chair of the meeting is your proxy. The term 'closely related party' is defined in the Corporations Act 2001 and includes the KMP's spouse or child, a child of the KMP's spouse, dependants of the KMP or of the KMP's spouse, and certain other family members who may be expected to influence the KMP or be influenced by the KMP in the KMP's dealings with the Company, as well as any companies controlled by the KMP. If you intend to appoint a member of the KMP as your proxy, please ensure that you direct them how to vote on resolution 3.

If you appoint the Chair of the meeting as your proxy or she becomes your proxy by default, and you do not provide any voting directions on your proxy vote, by validly submitting your proxy, you will be expressly authorising the Chair of the meeting to cast your vote on resolution 3 as she sees fit. This applies even though this resolution is connected with the remuneration of the Company's KMP.

How the Chair of the meeting intends to vote available proxies

The Chair intends to vote all available proxies in favour of the resolutions set out in the notice of meeting.

Explanatory notes

These explanatory notes form part of the notice of meeting and provide shareholders with information to assess the merits of the proposed resolutions in the notice.

Item 1 Financial statements

The Financial Report of Afterpay and its controlled entities, Directors' Report and Auditor's Report (the **reports**) for the year ended 30 June 2021 will be laid before the AGM.

There is no requirement for shareholders to approve these reports. The reports are available in the 2021 Annual Report on our website at <https://corporate.afterpay.com/investors/reports-presentations>. A printed copy of the 2021 Annual Report has been sent only to those shareholders who have elected to receive a printed copy.

Shareholders will be given a reasonable opportunity at the AGM to ask questions about, and make comments on, the reports and the management of Afterpay. Afterpay's auditor, EY, will also attend the meeting to answer questions in relation to the conduct of the audit (including the independence of the auditor, the preparation and content of the Auditor's Report, and the accounting policies adopted by the Company). Shareholders may also submit questions in advance of the AGM in accordance with the instructions on page 2 of this notice.

Item 2 Re-election of directors

Independent non-executive directors, Elana Rubin and Dana Stalder, each retire by rotation in accordance with clause 20.1 of the Company's constitution and, being eligible under clause 20.7, offer themselves for re-election to the Board.

The Board:

- uses a skills and experience matrix to guide its assessment of Board composition
- considers that individually and collectively, the directors have the right mix of skills, experience, expertise and diversity to understand Afterpay and its operating environment, to navigate current and emerging issues, and to oversee the performance of management in executing strategy and delivering on near-term business objectives
- undertakes reference checks before appointing a new director (including education, employment, character, criminal history and bankruptcy checks)
- undertakes a review of its performance, and the contribution of each non-executive director, each year. The Board has taken the results of this review into consideration when making its recommendations to support the re-election of directors at the AGM

- considers that Elana Rubin is an independent, non-executive director
- considers that Dana Stalder is an independent, non-executive director.

The qualifications, skills and experience of Elana Rubin and Dana Stalder are outlined below.

2A Elana Rubin AM, Chair and independent non-executive director

Elana Rubin was appointed as an independent non-executive director on 30 March 2017. She was appointed Chair on 25 May 2020. Prior to this, she served as interim Chair. Elana is a member of the Audit, Risk and Compliance Committee and the People, Remuneration and Nomination Committee.

Elana has over 20 years' experience as a director of a number of public and private companies, with extensive experience in the property, insurance and financial services sectors.

Elana is currently a non-executive director of Telstra Corporation Limited (ASX: TLS) and is Acting Chair of Slater and Gordon Limited (ASX: SGH). She is also a director of several unlisted companies and government bodies.

Elana was previously a non-executive director of Mirvac Limited, Bravura Solutions Limited, and TAL Life. She was the former Chair of AustralianSuper and the Victorian WorkCover Authority.

Elana has a Bachelor of Arts (Hons) and a Master of Arts from The University of Melbourne. She is a Fellow of the Australian Institute of Company Directors and a Senior Fellow of the Financial Services Institute of Australasia. Elana was recently awarded a Member of the Order of Australia in recognition of her services to corporate governance and to the community.

Prior to submitting herself for re-election, Elana Rubin confirmed that she will have sufficient time to fulfil her duties as a director and Chair of Afterpay.

Board recommendation:

Elana is a highly experienced Chair and she plays a key role in the dynamic and success of the Board. Her deep understanding and commitment to the business is highly valued, as are her skills in navigating different stakeholders. She brings a depth and diversity of expertise, and her continuing leadership and governance oversight are considered by the Board to be particularly important in changing times. For these reasons, the directors (with Elana Rubin abstaining) unanimously recommend that shareholders vote in favour of the re-election of Elana Rubin.

2B Dana Stalder

Independent non-executive director

Dana Stalder was appointed as an independent non-executive director on 24 January 2018. He is a member of the Audit, Risk and Compliance Committee.

Dana brings over 20 years' experience to the Board as a technology company operator and investor. His experience spans multiple disciplines including sales, marketing, finance, technology and product management at companies such as eBay, Netscape and PayPal. Dana is an expert in FinTech and an active FinTech and consumer internet investor in Silicon Valley.

Dana joined Matrix Partners as a General Partner in 2008. Prior to that he held executive roles with Netscape Communications, AOL, Respond.com, eBay and PayPal.

Dana is currently a director of several private US-based technology companies.

Dana has a Bachelor of Science in Commerce from Santa Clara University.

Prior to submitting himself for re-election, Dana Stalder confirmed that he will have sufficient time to fulfil his duties as a director of Afterpay.

Board recommendation:

Dana's contribution to the Board is highly valued given his significant FinTech and consumer internet expertise. He has a deep understanding of the key drivers of the business, which is critical in his role as a member of the Audit, Risk and Compliance Committee, and he brings a global perspective to the Board. For these reasons, the directors (with Dana Stalder abstaining) unanimously recommend that shareholders vote in favour of the re-election of Dana Stalder.

Item 3

Adoption of Remuneration Report

Afterpay's Remuneration Report for the year ended 30 June 2021 is contained within the Directors' Report in the 2021 Annual Report (pages 53 to 79). The report outlines the Company's executive remuneration framework and the FY21 remuneration outcomes for the co-CEOs, the non-executive directors and other KMP.

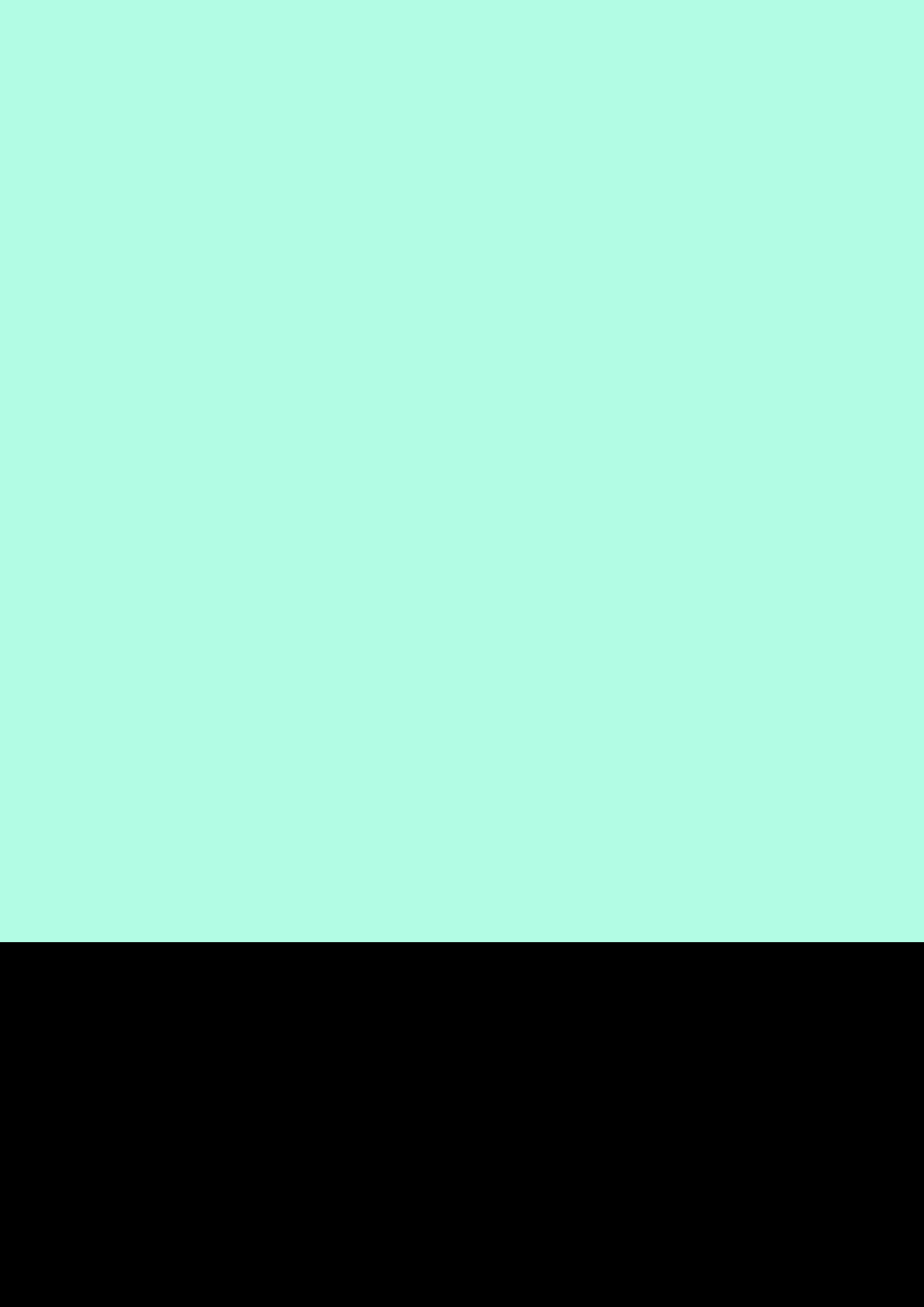
Shareholders will be given a reasonable opportunity at the AGM to ask questions about, and make comments on, the Remuneration Report.

The vote on resolution 3 is advisory only and does not bind the directors or the Company. However, the directors will take the outcome of the vote and feedback from shareholders into consideration when reviewing remuneration practices and policies for future years.

A voting exclusion statement applies to resolution 3, as set out on page 4 of this notice.

Board recommendation:

The directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.



Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10.00am (AEDT) on Monday 15 November 2021**.

Proxy form

How to vote on items of business

All your shares will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business in Step 2 overleaf. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the 'For', 'Against' or 'Abstain' box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: If you are entitled to cast two or more votes, you may appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the proportion or number of votes each proxy is appointed to exercise otherwise each proxy may exercise half of the votes on a poll. When appointing a second proxy write both names and the proportion of votes or number of votes for each in Step 1 overleaf.

A proxy need not be a shareholder of Afterpay.

Default to the Chair of the meeting

If you leave Step 1 blank, or if your appointed proxy does not vote on a poll in accordance with your directions or does not attend the meeting, then the proxy appointment will automatically default to the Chair of the meeting, who is required to vote the proxies as directed.

Proxy voting by key management personnel - remuneration related resolutions

Voting exclusions apply to certain items of business (see the notice of meeting for full details). If you intend to appoint a member of the key management personnel or one of their closely related parties as your proxy on item 3, please ensure that you direct them how to vote on item 3 by marking the 'For', 'Against' or 'Abstain' box (except in the case of the Chair of the meeting, where you may expressly authorise her to vote your undirected proxy - see Step 1 overleaf).

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the shareholder must sign.

Joint holding: Where the holding is in more than one name, either of the shareholders may sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Lodge your proxy form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 135633

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

PARTICIPATING IN THE MEETING

Corporate representative

If a representative of a corporate shareholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au under the help tab, "Printable Forms".

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy form

Please mark ☒ to indicate your directions

Step 1 Appoint a proxy to vote on your behalf

XX

I/We being a member/s of Afterpay Limited hereby appoint

☐

the Chair
of the meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Afterpay Limited to be held as a virtual meeting on **Wednesday 17 November 2021 at 10.00am (AEDT)** and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on item 3 (except where I/we have indicated a different voting intention in Step 2) even though item 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Step 2 Items of business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 2A Re-election of Elana Rubin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2B Re-election of Dana Stalder as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the meeting may change her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of shareholder(s)

This section must be completed.

Individual or Shareholder 1

Sole Director & Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile number

Email address

By providing your email address, you consent to receive future notices of meeting and proxy communications electronically



15 October 2021

Lumi meeting ID: 368-996-369

Afterpay 2021 Annual General Meeting – a virtual meeting

Dear shareholder

I am pleased to invite you to the Annual General Meeting (**AGM** or **meeting**) of Afterpay Limited (**Afterpay**) to be held at **10.00am (AEDT) on Wednesday 17 November 2021**.

Due to the ongoing health and safety impacts of COVID-19 and the continuing developments around government-mandated restrictions, we invite shareholders to participate in the AGM using an online platform. You will be able to attend and vote at the AGM by using a web browser online at web.lumiagm.com/368996369 on your smartphone, tablet or computer.

Information on how to participate is set out in the notice of meeting and overleaf. We encourage shareholders and proxyholders to view the live AGM webcast and participate in the meeting online. The online platform allows you to ask questions and vote in real time.

The AGM webcast will be recorded and archived on Afterpay's website for shareholders to view at a later time.

Notice of meeting and additional AGM information

The notice of meeting is available on our website at <https://corporate.afterpay.com/investors/agm21>.

Additional information in respect of the AGM is available on our website at <https://corporate.afterpay.com/investors/agm21>, including a link to a virtual AGM online guide and frequently asked questions and answers.

Voting and questions

To maximise the opportunities for shareholder participation at the AGM, you are encouraged to appoint a proxy and submit a proxy vote ahead of the meeting via www.investorvote.com.au, even if you plan to attend the online meeting. The notice of meeting provides further instructions on how to vote.

We also invite shareholders to submit questions in advance of the AGM. Questions may be submitted online when you vote via www.investorvote.com.au or by email to company.secretary@afterpay.com. We will address as many of the more frequently asked questions as practicable at the meeting.

Business of the meeting

At the AGM, our co-founders and co-CEOs, Anthony Eisen and Nick Molnar, and I will update shareholders on Afterpay's operations and performance, and we will address other important matters, including our transaction with Square, Inc (NYSE: SQ).

Dana Stalder and I are standing for re-election as non-executive directors and we will both address the meeting. The Afterpay Board unanimously supports both re-elections, and in doing so notes the importance of continuity of leadership and governance oversight in changing times.

The AGM resolutions also include the adoption of Afterpay's Remuneration Report for the year ended 30 June 2021. In previous years, shareholder approval has been sought for the grant of options to the co-CEOs as the long term incentive (**LTI**) component of their remuneration, however the co-CEOs have elected not to receive an LTI grant for the year ending 30 June 2022.

As we look ahead with excitement at the opportunity that FY22 presents, I thank shareholders for your support of Afterpay as it unlocks the next phase of growth.

I look forward to welcoming you to the AGM.



Elana Rubin
Independent Chair

Participating in the AGM

Your participation in the AGM is important to us. While shareholders cannot attend a physical location, shareholders can participate online in real time, including by asking questions verbally or online and voting during the AGM.

How to participate in the AGM

You can participate using the online platform. You will need a smartphone, tablet or computer with an internet connection.

You can access the online platform from your device by entering the following URL address in your browser: web.lumiagm.com/368996369.

The online platform allows you to view the live AGM webcast, ask questions and vote in real time.

To login and register, you will need:

- their **shareholder number (SRN/HIN)**; and
- the **postcode** registered on your holding (for overseas shareholders this will be your “country code” found in the virtual AGM online guide at <https://corporate.afterpay.com/investors/agm21>).

Online registration will open one hour before the AGM. You are encouraged to register online at least 15 minutes before the meeting.

Proxyholders will need to contact Computershare on +61 (03) 9415 4024 to obtain their login details to participate online.

Further information on how to use the online platform, a link to the virtual AGM online guide and frequently asked questions and answers, is available at <https://corporate.afterpay.com/investors/agm21>.

Shareholder questions

Shareholders will have a reasonable opportunity to ask questions verbally or online during the AGM, including questions for Afterpay’s auditor, Ernst & Young. Shareholders are asked to submit or ask questions as early as possible, be courteous and respectful when doing so, state their questions clearly and concisely, and which agenda item their question relates to, and their questions to the matters before the AGM. Questions may be moderated or amalgamated.

Shareholders who prefer to submit questions in advance of the meeting are invited to do so online via www.investorvote.com.au or by emailing company.secretary@afterpay.com. Questions must be received by no later than **5.00pm (AEDT) on Wednesday 10 November 2021**. The Chair of the meeting will address as many of the more frequently asked questions as possible during the AGM. There may not be time at the meeting to respond to all questions. Individual responses will not be sent to shareholders.

Webcast

The AGM will be webcast via the online platform. The webcast will be recorded and archived for shareholders to view on our website at a later time.

How to submit your vote in advance of the AGM

Shareholders may appoint a proxy to vote on their behalf at the meeting via www.investorvote.com.au by following the instructions on the website. **Shareholders will need the enclosed personalised six digit control number together with their SRN/HIN and postcode in order to vote online.**

Proxy votes must be received by 10.00am (AEDT) on Monday 15 November 2021.

Further information on how to appoint a proxy is available at www.investorvote.com.au and in the notice of meeting available at <https://corporate.afterpay.com/investors/agm21>. If shareholders are unable to complete an online proxy appointment, a proxy form can be requested by contacting Computershare on 1300 850 505 (Australia) or +61 (03) 9415 4000 (overseas).

You can arrange to receive your shareholder information electronically by contacting Computershare on 1300 850 505 (Australia) or +61 (03) 9415 4000 (overseas). You can also update your email address and communication preferences at www.investorcentre.com/au.