



Afterpay Limited ASX: APT

ASX Announcement

17 December 2021

Supreme Court of NSW approves Scheme of Arrangement

Afterpay Limited (**Afterpay**) is pleased to announce that the Supreme Court of New South Wales (**Court**) has today made orders approving the proposed acquisition by Lanai (AU) 2 Pty Ltd, a wholly owned indirect subsidiary of Block, Inc. (NYSE: SQ) (**Block**) (formerly known as Square, Inc.), of Afterpay by way of scheme of arrangement (**Scheme**), subject to the satisfaction of a condition subsequent.

It is expected that an office copy of the Court orders will be lodged with the Australian Securities and Investments Commission today, at which time the Scheme will become legally effective.

Unless otherwise indicated capitalised terms used in this announcement have the meaning given to them in the scheme booklet dated 5 November 2021 (**Scheme Booklet**) and the Additional Document dispatched to Afterpay shareholders on 7 December 2021.

Afterpay notes that:

- the Scheme will remain subject to the Bank of Spain condition being satisfied by 14 April 2022;
- if the Bank of Spain condition is satisfied by 14 April 2022, the Scheme will take effect without the need for further shareholder or Court approval; and
- if the Bank of Spain condition is not satisfied by 14 April 2022 the Scheme will not proceed.

Afterpay and Block are confident that the Bank of Spain condition will ultimately be satisfied.

Revised timetable

If and when the Bank of Spain condition (**Condition Subsequent**) has been satisfied, Afterpay will announce the implementation timetable on ASX and on its website (<https://corporate.afterpay.com/>) noting that the dates for implementation will be set in accordance with the following framework. Afterpay has obtained an updated waiver from Listing Rule 7.40 in relation to the revised timetable.

Milestone	Timing
Second Court Date to approve the Scheme	17 December 2021
<p>Effective Date – this is the date on which the Scheme comes into effect and is binding on Afterpay Shareholders, subject only to the Condition Subsequent. Court order lodged with ASIC and announced on ASX.</p> <p>Investors should be aware that Afterpay Shares will continue to trade on ASX after the Effective Date but the Scheme will remain subject to the Condition Subsequent being satisfied. Only Afterpay Shareholders who hold Afterpay Shares on the Record Date (other than Ineligible Foreign Shareholders) will be provided with the Scheme Consideration in exchange for their Afterpay Shares. A Record Date will not be set unless and until the Condition Subsequent has been satisfied.</p>	17 December 2021
<p>Announcement of receipt of Bank of Spain approval, Condition Subsequent is satisfied, implementation dates announced on ASX and published on Afterpay website (Bank of Spain Announcement)</p> <p>If the Condition Subsequent is satisfied, Afterpay Shareholders who sell their Afterpay Shares after the Bank of Spain Announcement date and prior to the Record Date should be aware that they will not receive the Scheme Consideration on the Implementation Date. Investors who acquire Afterpay Shares after the Bank of Spain Announcement date should be aware that all Afterpay Shareholders who hold Afterpay Shares on the Record Date (other than Ineligible Foreign Shareholders) will be provided with the Scheme Consideration in exchange for their Afterpay Shares. The exchange ratio is fixed and holders of Afterpay Shares on the Record Date (other than Ineligible Foreign Shareholders) will receive 0.375 New Square Shares or 0.375 New Square CDIs. Square Class A Shares will continue to trade on NYSE between the Bank of Spain Announcement date and the Record Date.</p>	On receipt of Bank of Spain approval and satisfaction of the Condition Subsequent

Milestone	Timing
<p>Election Date – the latest time and date by which CDI Election Forms and Share Election Forms must be received by the Afterpay Share Registry, only if holders wish to make a Share Election or a CDI Election rather than receive their default Scheme Consideration.</p> <p>Shareholders wishing to make an election away from the default Scheme Consideration should ensure their CDI Election Forms and Share Election Forms are submitted as soon as possible. Such forms must be returned by the Election Date, which will be 5:00pm (AEDT) two trading days after the Bank of Spain Announcement, but not before 17 January 2022.</p>	5:00pm (AEDT) on the date that is two trading days after the Bank of Spain Announcement (but in any event no earlier than 17 January 2022)
<p>Afterpay Shares suspended from trading. If the Scheme proceeds, this will be the last day that Afterpay Shares will trade on ASX.</p>	Two trading days after Election Date
Commencement of trading of New Square CDIs on ASX under a symbol to be advised before implementation of the Scheme (deferred settlement basis). ¹	The trading day after Afterpay Shares are suspended from trading
<p>Record Date - determination of entitlement of Scheme Shareholders to receive the Scheme Consideration.</p>	5:00pm two trading days after Afterpay Shares are suspended from trading (but in any event, not before 21 January 2022) or any other day as agreed by Afterpay and Block
<p>Implementation Date – all Scheme Shareholders² will be provided with the Scheme Consideration to which they are entitled on this date.</p>	Five business days after the Record Date ³ or any other day as agreed by Afterpay and Block
Holding statements or confirmation advice for New Square CDIs will be dispatched	The trading day after the Implementation Date
Commencement of trading of New Square CDIs on ASX under a symbol to be advised before implementation of the Scheme (normal settlement basis).	The trading day after the Implementation Date

¹ The exact number of New Square Securities to be issued to you will not be known until after the Record Date and will not be communicated to you until after you receive your statement or confirmation advice statements following the Implementation Date. Therefore, please be aware that, if you trade in New Square CDIs during the deferred settlement period and prior to receipt of your holding statement or confirmation advice, you do so at your own risk. See Section 7.5(d) of the Scheme Booklet for further details.

² Ineligible Foreign Shareholders will have their New Square Shares issued instead to a Sale Agent. These shares will then be sold by the Sale Agent in the ordinary course of trading on NYSE and the net proceeds of the sale will be paid to the Ineligible Foreign Shareholders promptly afterwards. Refer to section 3.5 of the Scheme Booklet for more details on this process.

³ To the extent the Implementation Date would fall on a Monday (AEDT), the Implementation Date will be the Business Day after, and a corresponding change to the Record Date may be made.

Milestone	Timing
Commencement of cross-border conversions of New Square Shares and New Square CDIs between Australia and the US.	The trading day after the Implementation Date
Commencement of trading of New Square Shares (including Square Class A Shares underlying any New Square CDIs) on NYSE.	The trading day after the Implementation Date
DRS statements for New Square Shares will be dispatched.	Two trading days after the Implementation Date

All dates and times, unless otherwise indicated, refer to the date and time in Sydney, Australia. Any changes to the above timetable will be announced to ASX and notified on Afterpay's website at <https://corporate.afterpay.com/>.

Further Information

Afterpay shareholders who have questions in relation to the Scheme should contact the Afterpay Shareholder Information Line on 1300 229 418 (within Australia), or +61 2 9066 4051 (outside Australia) between Monday to Friday (excluding public holidays in Australia) between 9.00am and 5.00pm (AEDT).

Authorised by

Anthony Eisen
Co-CEO & Managing Director

Ends

For further information please contact

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