



Announcement Summary

Entity name

OPENPAY GROUP LTD

Date of this announcement

Thursday February 10, 2022

The +securities the subject of this notification are:☒ +Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX**Total number of +securities to be issued/transferred**

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
OPYAO	PERFORMANCE RIGHTS	582,328	04/02/2022
New class - code to be confirmed	Unlisted Options expiring 1 December 2031 exercisable at \$1.43	2,037,775	04/02/2022
New class - code to be confirmed	Unlisted Options expiring 1 December 2031 exercisable at \$NIL	697,556	04/02/2022
New class - code to be confirmed	Unlisted Options expiring 30 June 2023 exercisable at \$NIL	253,245	04/02/2022
New class - code to be confirmed	Unlisted Options expiring 1 July 2031 exercisable at \$NIL	67,120	04/02/2022
New class - code to be confirmed	Unlisted Options expiring 13 October 2031 exercisable at \$NIL	7,043	04/02/2022

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 notice of the issue, conversion or payment up of the following unquoted +securities.

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

10/2/2022



Part 2 - Issue details

2.1 The +securities the subject of this notification are:

☒ +Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

☒ has an existing ASX security code ("existing class")

☒ does not have an existing ASX security code ("new class")



Part 3B - number and type of +securities the subject of this notification (existing class) where issue has not previously been notified to ASX in an Appendix 3B

ASX +security code and description

OPYAO : PERFORMANCE RIGHTS

Date the +securities the subject of this notification were issued

4/2/2022

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

☒ Yes

Were any of the +securities issued to +key management personnel (KMP) or an +associate?

☒ No

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

A summary of the terms of the Equity Incentive Plan can be found in Annexure C to the 2021 Notice of Annual General Meeting https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02436489-3A578370?access_token=83ff96335c2d45a094df02a206a39ff4

Any other information the entity wishes to provide about the +securities the subject of this notification

Issue details

Number of +securities

582,328



Part 3C - number and type of +securities the subject of this notification (new class) where issue has not previously been notified to ASX in an Appendix 3B

ASX +security code

New class - code to be confirmed

+Security description

Unlisted Options expiring 1 December 2031 exercisable at \$1.43

+Security type

Options

ISIN code**Date the +securities the subject of this notification were issued**

4/2/2022

Will all the +securities issued in this class rank equally in all respects from their issue date?☒ Yes**Were any of the +securities issued to +key management personnel (KMP) or an +associate?**☒ Yes**Provide details of the KMP or +associates being issued +securities.**

Name of KMP	Name of registered holder	Number of +securities
Jussi Nunes	Same	139,493
Edward Bunting	Same	148,032

Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?☒ No**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.**See Annexure C to the 2021 Notice of Annual General Meeting https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02436489-3A578370?access_token=83ff96335c2d45a094df02a206a39ff4

Options Details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 1.43000000	1/12/2031

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

Other

**Description**

One fully paid ordinary share (ASX:OPY)

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

A copy of the Company's employee incentive scheme can be found here https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02185903-3A531502?access_token=83ff96335c2d45a094df02a206a39ff4

Any other information the entity wishes to provide about the +securities the subject of this notification

Issue details

Number of +securities

2,037,775

ASX +security code

New class - code to be confirmed

+Security description

Unlisted Options expiring 1 December 2031 exercisable at \$NIL

+Security type

Options

ISIN code**Date the +securities the subject of this notification were issued**

4/2/2022

Will all the +securities issued in this class rank equally in all respects from their issue date?☒ Yes**Were any of the +securities issued to +key management personnel (KMP) or an +associate?**☒ Yes**Provide details of the KMP or +associates being issued +securities.**

Name of KMP	Name of registered holder	Number of +securities
Jussi Nunes	Same	69,747
Edward Bunting	Same	74,016



Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?

☒ No

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.

See Annexure C to the 2021 Notice of Annual General Meeting https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02436489-3A578370?access_token=83ff96335c2d45a094df02a206a39ff4

Options Details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.00000000	1/12/2031

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

Other

Description

One fully paid ordinary share (ASX:OPY)

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Any other information the entity wishes to provide about the +securities the subject of this notification

Issue details

Number of +securities

697,556

ASX +security code

New class - code to be confirmed

+Security description

Unlisted Options expiring 30 June 2023 exercisable at \$NIL

+Security type

Options

ISIN code

**Date the +securities the subject of this notification were issued**

4/2/2022

Will all the +securities issued in this class rank equally in all respects from their issue date?☒ Yes**Were any of the +securities issued to +key management personnel (KMP) or an +associate?**☒ No**Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?**☒ No**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.**

See Annexure C to the 2021 Notice of Annual General Meeting https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02436489-3A578370?access_token=83ff96335c2d45a094df02a206a39ff4

Options Details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.00000000

Expiry date

30/6/2023

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

Other

Description

One fully paid ordinary share (ASX:OPY)

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

A copy of the Company's employee incentive scheme can be found here https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02185903-3A531502?access_token=83ff96335c2d45a094df02a206a39ff4

Any other information the entity wishes to provide about the +securities the subject of this notification



Issue details

Number of +securities

253,245

ASX +security code

New class - code to be confirmed

+Security description

Unlisted Options expiring 1 July 2031 exercisable at \$NIL

+Security type

Options

ISIN code

Date the +securities the subject of this notification were issued

4/2/2022

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes

Were any of the +securities issued to +key management personnel (KMP) or an +associate?

☒ No

Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?

☒ No

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.

See Annexure C to the 2021 Notice of Annual General Meeting https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02436489-3A578370?access_token=83ff96335c2d45a094df02a206a39ff4

Options Details

+Security currency

AUD - Australian Dollar

Exercise price

AUD 0.00000000

Expiry date

1/7/2031

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

Other

Description

One fully paid ordinary share (ASX:OPY)



Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

A copy of the Company's employee incentive scheme can be found here https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02185903-3A531502?access_token=83ff96335c2d45a094df02a206a39ff4

Any other information the entity wishes to provide about the +securities the subject of this notification

Issue details

Number of +securities

67,120

ASX +security code

New class - code to be confirmed

+Security description

Unlisted Options expiring 13 October 2031 exercisable at \$NIL

+Security type

Options

ISIN code

Date the +securities the subject of this notification were issued

4/2/2022

Will all the +securities issued in this class rank equally in all respects from their issue date?

☒ Yes

Were any of the +securities issued to +key management personnel (KMP) or an +associate?

☒ No

Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?

☒ No

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.

See Annexure C to the 2021 Notice of Annual General Meeting https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02436489-3A578370?access_token=83ff96335c2d45a094df02a206a39ff4



Options Details

+Security currency	Exercise price	Expiry date
AUD - Australian Dollar	AUD 0.00000000	13/10/2031

Details of the existing class of +security that will be issued upon exercise or conversion of this new class of company option

Other

Description

One fully paid ordinary share (ASX:OPY)

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A copy of the Company's employee incentive scheme can be found here https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02185903-3A531502?access_token=83ff96335c2d45a094df02a206a39ff4

Any other information the entity wishes to provide about the +securities the subject of this notification

Issue details

Number of +securities
7,043





Part 4 - +Securities on issue

Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:

(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)

4.1 Quoted +Securities (Total number of each +class of +securities quoted)

ASX +security code and description	Total number of +securities on issue
OPY : ORDINARY FULLY PAID	131,358,941

4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
OPYAJ : OPTION EXPIRING 20-JAN-2031 EX NIL	94,779
OPYAI : OPTION EXPIRING 20-JAN-2031 EX \$2.6377086	166,666
OPYAE : OPTION EXPIRING 09-DEC-2029 EX \$1.60	2,314,286
OPYAK : OPTION EXPIRING 17-MAR-2031 EX \$3.71	245,926
OPYAH : OPTION EXPIRING 21-JAN-2030 EX NIL	125,000
OPYAP : OPTION EXPIRING 17-MAR-2031 EX NIL	139,865
OPYAF : OPTION EXPIRING 15-JUL-2030 EX \$1.60	912,371
OPYAG : OPTION EXPIRING 15-JUL-2030 EX NIL	481,859
OPYAL : OPTION EXPIRING 28-JUN-2031 EX \$3.71	68,122
OPYAM : OPTION EXPIRING 21-JAN-2031 EX NIL	35,040
OPYAN : OPTION EXPIRING 26-JUN-2031 EX NIL	103,742
OPYAO : PERFORMANCE RIGHTS	2,400,530
OPYAQ : WARRANTS EXPIRING 06-OCT-2026 EX \$1.30428516	1,022,271



OPYAR : WARRANTS EXPIRING 04-JAN-2025 EX VARIOUS PRICES	4,000,000
New class - code to be confirmed : Unlisted Options expiring 1 December 2031 exercisable at \$1.43	2,037,775
New class - code to be confirmed : Unlisted Options expiring 1 December 2031 exercisable at \$NIL	697,556
New class - code to be confirmed : Unlisted Options expiring 30 June 2023 exercisable at \$NIL	253,245
New class - code to be confirmed : Unlisted Options expiring 1 July 2031 exercisable at \$NIL	67,120
New class - code to be confirmed : Unlisted Options expiring 13 October 2031 exercisable at \$NIL	7,043



Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

☒ Yes

5.1a Select the number of the applicable exception in Listing Rule 7.2

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