

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Openpay Group Ltd (OPY)

ACN/ARSN ACN 637 148 200

1. Details of substantial holder (1)

Name Program Force Pty Ltd atf Meydan Family Trust No 4 | Yemiva Pty Ltd atf Yemiva Trust | BNPL Pty Ltd atf BNPL Trust | Moshe Meydan | Yaniv Meydan | Eido Meydan | Horizons Equity Pty Ltd (**Meydan Group**)

ACN/ARSN (if applicable) Program Force Pty Ltd (ACN 074 617 824) | Yemiva Pty Ltd (ACN 620 882 386) | BNPL Pty Ltd (ACN 621 311 859) | Horizons Equity Pty Ltd (ACN 643 505 542)

There was a change in the interests of the substantial holder on: 30 / May / 2022

The previous notice was given to the company on: 15 / June / 2020

The previous notice was dated: 15 / June / 2020

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company of scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully Paid Ordinary Shares	22,781,920	21.12%	24,155,592	15.26%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
31 May 2022	Meydan Group	Dilution due to issue of shares by OPY upon conversion of performance rights	N/A	24,155,592	24,155,592
30 May 2022	Meydan Group	Dilution due to completion of placement	N/A	24,155,592	24,155,592
4 Feb 2022	Meydan Group	Dilution due to issue of shares by OPY upon conversion of performance rights	N/A	24,155,592	24,155,592
31 Jan 2022	Meydan Group	Dilution due to issue of shares by OPY upon conversion of performance rights	N/A	24,155,592	24,155,592
18 May 2021	Meydan Group	Dilution due to issue of shares by OPY under a placement	N/A	24,155,592	24,155,592
18 May 2021	Horizons Equity Pty Ltd	Participation in placement	\$2.03 per share	1,970,444	1,970,444

13 May 2021	Meydan Group	Dilution due to issue of shares by OPY under an SPP	N/A	22,185,148	22,185,148
9 Apr 2021	Meydan Group	Dilution due to issue of shares by OPY under a placement	N/A	22,185,148	22,185,148
8 Dec 2020	BNPL Pty Ltd atf BNPL Trust	Off-market sale of shares	\$2.62 per share	596,772	596,772
17 Sep 2020	Meydan Group	Dilution due to issue of shares by OPY upon conversion of options	N/A	22,781,920	22,781,920

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
REFER TO ANNEXURE A					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Horizons Equity Pty Ltd	Horizons Equity Pty Ltd became a member of the substantial holder group. Horizons Equity Pty Ltd is an entity controlled by Moshe Meydan, Yaniv Meydan, Eido Meydan.

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Program Force Pty Ltd atf Meydan Family Trust No 4	Level 40, 120 Collins Street, Melbourne, Victoria, 3000
Yemiva Pty Ltd atf Yemiva Trust	Level 40, 120 Collins Street, Melbourne, Victoria, 3000
BNPL Pty Ltd atf BNPL Trust	Level 40, 120 Collins Street, Melbourne, Victoria, 3000
Moshe Meydan	Level 40, 120 Collins Street, Melbourne, Victoria, 3000
Yaniv Meydan	Level 40, 120 Collins Street, Melbourne, Victoria, 3000
Eido Meydan	Level 40, 120 Collins Street, Melbourne, Victoria, 3000
Horizons Equity Pty Ltd	Level 40, 120 Collins Street, Melbourne, Victoria, 3000

Signature

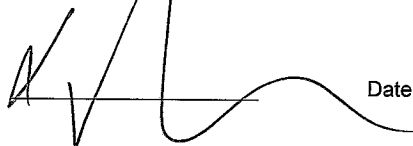
Print name

YANIV MEYDAN

Capacity

DIRECTOR

Sign here



Date

7/7/2022

Annexure A

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Program Force Pty Ltd atf Meydan Family Trust No 4 (Program Force)	HSBC Custody Nominees	HSBC Custody Nominees	Registered holder of securities under s608(1)(a) of the Corporations Act	16,054,464 ordinary shares	16,054,464
Moshe Meydan	HSBC Custody Nominees	HSBC Custody Nominees	Moshe Meydan controls Program Force, having regard to s608(2) and s608(5) of the Corporations Act	16,054,464 ordinary shares	16,054,464
Yaniv Meydan	HSBC Custody Nominees	HSBC Custody Nominees	Yaniv Meydan controls Program Force, having regard to s608(2) and s608(5) of the Corporations Act	16,054,464 ordinary shares	16,054,464
Eido Meydan	HSBC Custody Nominees	HSBC Custody Nominees	Eido Meydan controls Program Force, having regard to s608(2) and s608(5) of the Corporations Act	16,054,464 ordinary shares	16,054,464
Yemiva Pty Ltd atf Yemiva Trust (Yemiva)	HSBC Custody Nominees	HSBC Custody Nominees	Registered holder of securities under s608(1)(a) of the Corporations Act	1,356,456 ordinary shares	1,356,456
Moshe Meydan	HSBC Custody Nominees	HSBC Custody Nominees	Moshe Meydan controls Yemiva, having regard to s608(2) and s608(5) of the Corporations Act	1,356,456 ordinary shares	1,356,456
Yaniv Meydan	HSBC Custody Nominees	HSBC Custody Nominees	Yaniv Meydan controls Yemiva, having regard to s608(2) and s608(5) of the Corporations Act	1,356,456 ordinary shares	1,356,456
Eido Meydan	HSBC Custody Nominees	HSBC Custody Nominees	Eido Meydan controls Yemiva, having regard to s608(2) and s608(5) of the Corporations Act	1,356,456 ordinary shares	1,356,456
BNPL Pty Ltd atf BNPL Trust (BNPL)	BNPL	BNPL	Registered holder of securities under s608(1)(a) of the Corporations Act	678,228 ordinary shares	678,228
Moshe Meydan	BNPL	BNPL	Moshe Meydan controls BNPL, having regard to s608(2) and s608(5) of the Corporations Act	678,228 ordinary shares	678,228

Yaniv Meydan	BNPL	BNPL	Yaniv Meydan controls BNPL, having regard to s608(2) and s608(5) of the Corporations Act	678,228 ordinary shares	678,228
Eido Meydan	BNPL	BNPL	Eido Meydan controls BNPL, having regard to s608(2) and s608(5) of the Corporations Act	678,228 ordinary shares	678,228
Horizons Equity Pty Ltd (Horizons)	HSBC Custody Nominees	HSBC Custody Nominees	Registered holder of securities under s608(1)(a) of the Corporations Act	6,066,444 ordinary shares	6,066,444
Moshe Meydan	HSBC Custody Nominees	HSBC Custody Nominees	Moshe Meydan controls Horizons, having regard to s608(2) and s608(5) of the Corporations Act	6,066,444 ordinary shares	6,066,444
Yaniv Meydan	HSBC Custody Nominees	HSBC Custody Nominees	Yaniv Meydan controls Horizons, having regard to s608(2) and s608(5) of the Corporations Act	6,066,444 ordinary shares	6,066,444
Eido Meydan	HSBC Custody Nominees	HSBC Custody Nominees	Eido Meydan controls Horizons, having regard to s608(2) and s608(5) of the Corporations Act	6,066,444 ordinary shares	6,066,444