

21 April 2015

Company Announcements

For Immediate Release

ASX Code: ONC

PROPOSED SHARE BUY-BACK

Further to the announcement made on 13 April 2015, the directors of OnCard International Limited (the “**Company**”) have authorised a general meeting of the Company to be held on Monday, 25 May 2015 at 10:30 am (Melbourne time) to consider an off market share buy-back under an equal access scheme.

Under the proposed share buy-back, the Company will make an offer to buy back 95% of the ordinary shares (subject to rounding) held by shareholders as at 7:00 pm (Melbourne time) on the record date. The record date will be on the 5th business day after the resolution approving the buy-back is passed (i.e. on Monday 1 June 2015 if shareholders approve the buy-back at the general meeting on Monday, 25 May 2015). Payment of the buy-back consideration is scheduled to be made on Friday, 26 June 2015 to shareholders who accept the offer.

The following is a list of important dates regarding the capital reorganisation:

General meeting to approve buy-back	Monday 25 May 2015
Shares quoted on an ‘ex’ basis	Thursday 28 May 2015
Record date to identify shareholders who may participate in buy-back	Monday 1 June 2015 at 7:00 pm (Melbourne time)
Company sends buy-back offer document and acceptance form to each participating shareholder	Thursday 4 June 2015
Closing date of buy-back offer	Wednesday 24 June 2015 at 7:00 pm (Melbourne time)
Company gives ASX final notice of share buy-back	Thursday 25 June 2015 before 8:30 am (Melbourne time)
Bought back shares are transferred to Company and cancelled	Friday 26 June 2015
Company makes payment of buy-back consideration to shareholders	Friday 26 June 2015

The dates and times are indicative only and subject to change. The Company reserves the right, subject to the *Corporations Act 2001* (Cth) and ASX Listing Rules, to change any date or time. If the Company decides to change the above timetable it will be announced through ASX.

Appendix 3C setting out summary details of the proposed share buy-back accompanies this announcement, and a notice of general meeting and explanatory statement containing further information will be despatched to shareholders shortly.

Managing director's long term incentive

As previously announced to ASX, the Company has agreed a long term incentive plan with its managing director, Tony Robinson, under which he (or his nominee) could either be issued with up to 3.6 million fully paid ordinary shares (for no cash consideration) or be paid the market value of those shares, subject to the satisfaction of a number of conditions.

In view of the managing director's work in restructuring the Company and redressing actual and potential loss making investments that has resulted in the Company's financial position such that it is able to pay a dividend and buy back shares, the directors (other than the managing director) have determined that those conditions have been satisfied and, subject to shareholders approving the proposed buy-back, the managing director is entitled to an amount up to the market value of the shares he would otherwise have been issued, based on the volume weighted average price of the Company's shares over the 20 trading days ended on 20 February 2015, less certain adjustments.

In the circumstances, if shareholder approval is obtained, the managing director will receive his long term incentive entitlement in cash and no shares will be issued to him.

If you have a query about any matter covered by this announcement, please contact the Company's managing director, Mr Tony Robinson, on +61 04 0735 5616.

Ends.

Appendix 3C

Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
OnCard International Limited	53 084 800 902

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	Off market share buy-back under an equal access scheme
2	⁺ Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)	Ordinary shares
3	Voting rights (eg, one for one)	One for one
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully paid
5	Number of shares/units in the ⁺ class on issue	174,572,890
6	Whether shareholder/unitholder approval is required for buy-back	Yes
7	Reason for buy-back	To give shareholders the opportunity to realise a substantial part of their investment in the entity and receive funds in the form of buy-back consideration that the directors consider surplus to the entity's current requirements.

Appendix 3C

Announcement of buy-back

- | | | |
|---|---|---|
| 8 | Any other information material to a shareholder's/unitholder's decision whether to accept the offer (<i>eg, details of any proposed takeover bid</i>) | Any other information material to a shareholder's decision whether to accept the share buy-back offer will be set out in the share buy-back offer document to be sent to eligible shareholders (assuming the buy-back is approved by shareholders). |
|---|---|---|

On-market buy-back

- | | | |
|----|---|--|
| 9 | Name of broker who will act on the company's behalf | |
| 10 | Deleted 30/9/2001. | |
| 11 | If the company/trust intends to buy back a maximum number of shares - that number

<small>Note: This requires a figure to be included, not a percentage.</small> | |
| 12 | If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention | |
| 13 | If the company/trust intends to buy back shares/units if conditions are met - those conditions | |

Employee share scheme buy-back

- | | | |
|----|---|--|
| 14 | Number of shares proposed to be bought back | |
| 15 | Price to be offered for shares | |

⁺ See chapter 19 for defined terms.

Selective buy-back

- | | | |
|----|--|--|
| 16 | Name of person or description of class of person whose shares are proposed to be bought back | |
| 17 | Number of shares proposed to be bought back | |
| 18 | Price to be offered for shares | |

Equal access scheme

- | | | |
|----|---|--|
| 19 | Percentage of shares proposed to be bought back | 95% (subject to rounding) |
| 20 | Total number of shares proposed to be bought back if all offers are accepted | 165,845,267 (assuming there will continue to be 1,022 shareholders and the number of shares the entity offers to buy back from each shareholder is rounded up) |
| 21 | Price to be offered for shares | \$0.22 each |
| 22 | +Record date for participation in offer
<small>Cross reference: Appendix 7A, clause 9.</small> | Monday 1 June 2015 (assuming the buy-back is approved by shareholders on Monday 25 May 2015) |


Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:


(~~Director~~/Company secretary)

Date: 21/04/2015

Print name: Mark Licciardo

⁺ See chapter 19 for defined terms.