

ASX Release

21 November 2014

iCASH SIGNS EXCLUSIVE NON-BINDING MEMORANDUM OF UNDERSTANDING TO ACQUIRE STARGROUP LIMITED

iCash Payment Systems Limited (ASX: **ICP**, “**iCash**”) is pleased to announce that it has signed an exclusive, non-binding Memorandum of Understanding (“**MOU**”) to acquire 100% of Stargroup Limited (“**Stargroup**”), an Australian end to end ATM deployment and electronic payment services provider.

Stargroup is an unlisted public company based in Perth, with three wholly-owned subsidiaries, Star Payment Systems, StarATM and StarPOS. Stargroup has ATMs deployed in Western Australia, Queensland and New South Wales.

The transaction, if effected, would involve an equity swap and the addition of three Stargroup directors to the iCash board, including Mr Todd Zani as Chairman. The MOU also provides that the transaction would be subject to mutual due diligence, appropriate shareholder approvals and the execution of legally binding acquisition documents.

Stargroup has 50 ATMs deployed and is processing 480,000 annualised transactions. The combined ATM networks of iCash and Stargroup would be 80 ATMs that would process 580,000 annualised transactions. The merged entity would also aim to explore value-adding payment processing systems.

iCash and Stargroup are working towards executing a binding Heads of Agreement as soon as practicable to give effect to the transaction, and iCash will update the market in due course. The parties would currently expect any transaction to be completed in February 2015.

For further information, please contact:

Sungki Lee
Company Secretary – iCash Payment Systems Limited
Tel : +61 (0)2 9099 2300