

Pepper Group Limited Summary of 2013 and 2015 Legacy Schemes

Introduction

Pepper Group Limited (**Company**) established the 2013 Legacy Scheme to assist in the motivation, retention and reward of Qualifying Employees (as defined in section 1 of the summary of key terms below) and to align such Qualifying Employees with the interests of shareholders by providing an opportunity for them to receive an equity interest in the Company.

The 2015 Legacy Scheme was established to raise funds to redeem certain Redeemable Convertible Preference Shares. The 2015 Legacy Scheme was open to Qualifying Employees as well as existing shareholders of the Company.

Under the 2013 and 2015 Legacy Schemes (**Legacy Schemes**), Qualifying Employees (**Legacy Participants**) and in the case of the 2015 Legacy Scheme, existing shareholders of the Company, acquired fully paid ordinary shares in the capital of the Company (**Legacy Shares**). A table detailing the key offer terms of each Legacy Scheme in respect of Legacy Participants is set out below.

Offers to Legacy Participants were made pursuant to an information memorandum for each of the 2013 Legacy Scheme and the 2015 Legacy Scheme. The Legacy Schemes are governed by and subject to the plan rules in respect of the Pepper Group Employee Incentive Plan (**Plan Rules**), the Scheme Trust Deed (in respect of the Pepper Australia Employee Share Trust (**Scheme Trust**)) and the constitution of the Company.

In connection with the initial public offering of the shares of the Company (**IPO**), the Company, trustee of the Scheme Trust and the Legacy Participants amended the terms of the Legacy Schemes to remove any disposal restrictions.

Legacy Shares acquired by Legacy Participants under the Legacy Schemes are held in the Pepper Australia Employee Share Trust. Legacy Participants have the right to receive payment of dividends and any other distributions paid on their Legacy Shares but are not entitled to vote those shares. The Legacy Shares held by Legacy Participants are not subject to Vesting Conditions or Disposal Conditions but may be subject to escrow restrictions that may apply in connection with the IPO. In certain circumstances, shares issued pursuant to the 2015 Legacy Scheme to Legacy Participants are subject to forfeiture (see section 7 of the summary of key terms below).

Summary of key terms

	2013 Legacy Scheme	2015 Legacy Scheme [#]
1. Eligibility	<p>The 2013 Legacy Scheme was open to Eligible Employees who were employees of Group Entities, who were exempt from the requirement to receive a disclosure document under section 708 of the <i>Corporations Act 2001</i> (Qualifying Employees).</p> <p>Qualifying Employees were entitled to nominate a Nominee Participant to take up an entitlement under the 2013 Legacy Scheme as a 2013 Legacy Scheme Participant.</p>	<p>The 2015 Legacy Scheme was open to Qualifying Employees and their Nominee Participants.</p>

	2013 Legacy Scheme	2015 Legacy Scheme [#]
2. Nature and rights of Legacy Shares	<p>Fully paid ordinary shares in the capital of the Company ranking equally with all existing ordinary shares in the capital of the Company.</p> <p>2013 Legacy Participants have the right to receive payment of dividends and any other distributions paid on those shares but are not entitled to vote those shares. The Scheme Trustee is entitled to exercise the voting rights in respect of 2013 Legacy Shares in accordance with the terms of the Scheme Trust Deed for so long as it holds those shares on trust.</p>	<p>Fully paid ordinary shares in the capital of the Company ranking equally with all existing ordinary shares in the capital of the Company.</p> <p>2015 Legacy Participants have the right to receive payment of dividends and any other distributions paid on those shares but are not entitled to vote those shares. The Scheme Trustee is entitled to exercise the voting rights in respect of 2015 Legacy Shares in accordance with the terms of the Scheme Trust Deed for so long as it holds those shares on trust.</p>
3. Date Legacy Shares acquired	25 October 2013	6 March 2015
4. Number of Legacy Shares acquired	1,568*	2,373*
5. Price per share	\$1033.60 per Legacy Share	\$1751.02 per Legacy Share
6. Vesting Conditions	Nil	Nil
7. Disposal restrictions and forfeiture	Other than any escrow restrictions in connection with the IPO (and subject always to the Company's securities dealing policy), Legacy Shares acquired pursuant to this Scheme are not subject to any disposal restrictions.	Other than any escrow restrictions in connection with the IPO (and subject always to the Company's securities dealing policy), Legacy Shares acquired pursuant to this Scheme are not subject to any disposal restrictions.
8. Forfeiture conditions	Nil	For certain Legacy Participants, the issue of Legacy Shares was linked to specific performance conditions. If the applicable performance conditions are not satisfied, the Legacy Shares of the applicable Legacy Participant may be forfeited.

[#] Key terms of the issue of Legacy Shares to Qualifying Employees and their Nominated Participants under the 2015 Legacy Scheme. This section does not cover the issue of Legacy Shares by the Company to existing shareholders of the Company.

* Pre share-split in connection with the IPO