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ASX ANNOUNCEMENT

5 March 2019

Despatch of Retail Entitlement Offer Booklet

As previously announced, amaysim Australia Limited (ASX: AYS) (“**amaysim**” or “**Company**”) will despatch the retail entitlement offer booklet (“**Retail Entitlement Offer Booklet**”) and personalised entitlement and acceptance form to shareholders eligible to participate in the retail component of its 1 for 2.5 accelerated non-renounceable entitlement offer (“**Entitlement Offer**”) announced on Tuesday, 26 February 2019 today.

A copy of the Retail Entitlement Offer Booklet is attached.

Retail Investor Enquiries

Further details on the Retail Entitlement Offer are set out in the Retail Entitlement Offer Booklet. If you have any questions about the Retail Entitlement Offer, please do not hesitate to contact the amaysim Entitlement Offer Information Line on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (Sydney Time) Monday to Friday during the Retail Entitlement Offer period, or visit the retail offer website at www.amaysimentitlementoffer.com.au.

ENTITLEMENT OFFER TIMETABLE

Key dates for the Entitlement Offer are set out below. All dates and times are references to Sydney, Australia.

Event	Date
Record date under the Entitlement Offer (7:00pm)	Thursday, 28 February 2019
Retail Information Booklet despatched and Retail Entitlement Offer opens	Tuesday, 5 March 2019
Institutional settlement date	Wednesday, 6 March 2019
Institutional allotment and trading date	Thursday, 7 March 2019
Retail Entitlement Offer closes (5:00pm)	Monday, 25 March 2019
Retail allotment date	Monday, 1 April 2019
Retail trading date	Tuesday, 2 April 2019

The above timetable is indicative and subject to variation. amaysim reserves the right to alter the timetable at its absolute discretion and without notice, subject to ASX Listing Rules and Corporations Act 2001 (Cth) and other applicable law. All dates and times refer to Australian Eastern Daylight Time (AEDT).

FURTHER INFORMATION

Further details of the Entitlement Offer are set out in the Investor Presentation provided to the ASX on Tuesday, 26 February 2019. The Investor Presentation contains important information including key risks and foreign selling restrictions with respect to the Entitlement Offer.

If you have any questions in relation to the Entitlement Offer, please contact the amaysim Entitlement Offer Information Line on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside of Australia) between 8:30am and 5:00pm (Sydney time) Monday to Friday. For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

ENDS

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IMPORTANT NOTICES

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Financial information and forward-looking statements

This announcement contains certain forward-looking statements, including amaysim's expectations about the performance of the business or the success of the Entitlement Offer. The words "forecast", "estimate", "likely", "anticipate", "believe", "expect", "project", "opinion", "guidance", "intend", "should", "could", "may", "target", "plan", "project", "consider", "aim", "will" and similar expressions are intended to identify such forward looking statements. You are cautioned not to place undue reliance on forward-looking statements. While due care and attention has been used in the preparation of any forward-looking statements, any such statements in this announcement are subject to change without notice, as are statements about market and industry trends, projects, guidance and estimates.

Any forward-looking statements contained in this announcement are provided as a general guide only, and are not guarantees or predictions of future performance and involve known and unknown risks, contingencies and uncertainties and other factors, many of which may or not be correct and therefore you are cautioned not to place undue reliance on such information. Forward-looking statements included in this announcement are based on the company's current views and assumptions as well as information known to date (subject to various risks and uncertainties). Actual results, performance or achievements could be materially different from those expressed in, or implied by, these forward-looking statements and the assumptions on which such statements are based. To the maximum extent permitted by law, amaysim and its Directors, officers, employees, advisers, agents and intermediaries disclaim any obligations or undertakings to release any updates or revisions to the information to reflect any changes in expectations or assumptions, and disclaim all responsibility and liability from any loss arising from use or reliance on this announcement or its content (including, without limitation, for fault or negligence).

Nothing contained in this document shall form the basis of any contract or commitment, or constitute investment, legal, tax or other advice. You should make your own assessment and take independent professional advice in relation to the information and any action taken on the basis of the information.

ABOUT AMAYSIM

amaysim exists to remove the unnecessary hassle from everyday life by simplifying mobile and energy services. Offering customers DIY account management backed by award-winning, online-first customer support, all amaysim products feature no lock-in contracts, and are built to deliver great customer experience, convenience and outstanding value. For more about amaysim visit www.amaysim.com.au.

5 March 2019

amaysim Australia Limited (ACN 143 613 478)

Retail Entitlement Offer

Details of a 1 for 2.5 accelerated non-renounceable pro rata entitlement offer of new amaysim Shares at an offer price of \$0.60 per new amaysim Share.

The Entitlement Offer is underwritten.

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Retail Entitlement Offer
closes at 5.00pm
(Sydney time) on
Monday, 25 March 2019

This is an important document which is accompanied by an Entitlement and Acceptance Form. If you are an Eligible Retail Shareholder, you should read both in full. This Retail Information Booklet is not a prospectus under the *Corporations Act 2001* (Cth) (“Corporations Act”) and has not been lodged with ASIC. If you have any doubt about whether you should participate in the Retail Entitlement Offer, you should seek professional advice from a licensed advisor before making any investment decision. You can also contact the amaysim Australia Limited Entitlement Offer Information Line on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) at any time from 8.30am to 5.00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer Period if you have any questions about the details of the Retail Entitlement Offer.

Important information

This Retail Information Booklet (other than the Announcements) is dated 5 March 2019.

The Retail Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73). This Retail Information Booklet does not contain all of the information which an Eligible Retail Shareholder may require to make an informed investment decision. This Retail Information Booklet is not a prospectus or other disclosure document under the Corporations Act and has not been lodged with ASIC.

The information in this Retail Information Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs. This Retail Information Booklet should be read in full before you decide to participate in the Retail Entitlement Offer. You should also read and understand the information on amaysim and the Retail Entitlement Offer made publicly available by amaysim, before deciding to participate. In particular, please refer to the enclosed materials and Announcements, amaysim's interim and annual reports and other announcements made available at www.asx.com.au.

As an Eligible Retail Shareholder who takes up your full Retail Entitlement, you may also apply for Additional New Shares in excess of your Entitlement (to the extent available) at the Offer Price. In the event that applications for oversubscriptions exceed the supply of Retail Shortfall, the allocation of Additional New Shares will be subject to the scale back on a pro-rata basis based on your Retail Entitlement. There is no guarantee you will be allocated all Additional New Shares that you apply for.

By returning an Entitlement and Acceptance Form or otherwise paying for your New Shares through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Retail Information Booklet and you have acted in accordance with and agree to the terms of the Retail Entitlement Offer detailed in this Retail Information Booklet.

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FUTURE PERFORMANCE

This Retail Information Booklet contains certain “forward-looking statements”, including amaysim's expectations about the performance of its business or success of the Entitlement Offer. The words “forecast”, “estimate”, “likely”, “anticipate”, “believe”, “expect”, “project”, “opinion”, “predict”, “outlook”, “guidance”, “intend”, “should”, “could”, “may”, “target”, “plan”, “project”, “consider”, “forecast”, “aim”, “will” and similar expressions are intended to identify such forward-looking statements. You are cautioned not to place undue reliance on forward-looking statements. While due care and attention has been used in the preparation of any forward-looking statements, any such statements in this Retail Information Booklet are based on assumptions and contingencies subject to change without notice, as are statements about market and industry trends, projections, guidance and estimates.

Any forward-looking statements contained in this Retail Information Booklet are provided as a general guide only, they are not guarantees or predictions of future performance and involve known and unknown risks, contingencies and uncertainties and other factors, many of which are beyond the control of amaysim and cannot be predicted by amaysim, and may involve significant elements of subjective judgment and assumptions as to future events, which may or may not be correct and therefore you are cautioned not to place undue reliance on such information. Refer to the “Key Risks” section of the Investor Presentation for a non-exhaustive summary of certain general and company-specific risk factors that may affect amaysim. Actual results, performance or achievements may vary materially from any forward-looking statements and the assumptions on which such statements are based, as may statements about market or industry trends, which are based on interpretations of current market conditions and risks, circumstances and events specific to the industry, countries and markets in which amaysim and

Important information

its related bodies corporate and associated undertakings operate. Neither amaysim, nor any other person, gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur.

Eligible Retail Shareholders should consider any forward-looking statements contained in this Retail Information Booklet in light of those risks and disclosures. Any forward-looking statements are based on information available to amaysim as at the date of this Retail Information Booklet and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be proven to be correct.

To the maximum extent permitted by law, amaysim and its related bodies corporate, directors, officers, employees and agents disclaim and do not assume any obligation or undertaking to release any updates or revisions to the information in this Retail Information Booklet to reflect any change in expectation or assumptions, and disclaim all responsibility and liability for any loss arising from use or reliance on this Retail Information Booklet or its content (including, without limitation, liability for fault or negligence).

UNDERWRITER AND ADVISOR DISCLAIMER

Neither the Underwriter, nor any of their or amaysim's respective affiliates, related bodies corporate, nor their respective directors, employees, officers, representatives, agents, partners, consultants and advisers (together the **"Underwriter and Advisor Parties"**), have permitted or caused the issue, submission, or operation of this Retail Information Booklet, or authorised, approved or verified any forward-looking statements or any other statements. To the maximum extent permitted by law, the Underwriter and each of the Underwriter and Advisor Parties expressly disclaim all liabilities (including, without limitation, any liability arising from fault or negligence on the part of any person) and any direct, indirect, consequential or contingent loss or damage whatsoever arising from, make no representations regarding, and take no responsibility for, any part of this Retail Information Booklet and make no representation or warranty as to the currency, accuracy, reliability or completeness of this Retail Information Booklet.

The Underwriter and Advisor Parties make no recommendation as to whether you or your related parties should participate in the Retail Entitlement Offer nor do they make any representations or warranties, express or implied, to you concerning the Entitlement Offer or any such information, and by returning an Entitlement and Acceptance Form or otherwise paying for your New Shares or Additional New Shares through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form, you represent, warrant and agree that you have not relied on any statements made by the Underwriter and Advisor Parties in relation to the New Shares, Additional New Shares or the Entitlement Offer generally.

The Retail Entitlement Offer is being undertaken by amaysim and the Underwriter has no role, involvement or responsibility for the Retail Entitlement Offer.

You acknowledge and agree that:

- determination of eligibility of investors for the purposes of the institutional and retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of amaysim and the Underwriter;
- each of amaysim, the Underwriter, amaysim's advisors and their respective affiliates, officers, employees, agents and advisers disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law; and
- the information in this Retail Information Booklet remains subject to change without notice.

Important information

PAST PERFORMANCE

Past performance and pro-forma historical information in this Retail Information Booklet is given for illustrative purposes only and cannot be relied upon as an indicator of (and provides no guidance as to) future amaysim performance. The historical information in this Retail Information Booklet is, or is based upon, information that has been released to ASX.

INTERNATIONAL OFFER RESTRICTIONS

This Retail Information Booklet and the Entitlement and Acceptance Form may not be distributed outside Australia and New Zealand except that it may be distributed in the Approved Foreign Jurisdictions (as defined below) in compliance with the permissions set forth in sections 3.4 and 7.11 of this Retail Information Booklet.

This Retail Information Booklet and the Entitlement and Acceptance Form is intended for use only in connection with:

- the Offer to all Retail Shareholders with a residential address in Australia, New Zealand or Singapore; and
- the Offer to the limited number of Retail Shareholders to whom offers, and issues of New Shares, may lawfully be made without the need for disclosure to investors, or lodgement, registration, approval or filing with a Government Agency (other than one with which amaysim is willing to comply), with an address in Denmark, France, Hong Kong, Liechtenstein, Luxembourg, Malta, Norway and the United Kingdom (such jurisdictions, together with Singapore, (the "**Approved Foreign Jurisdictions**").

The distribution of this Retail Information Booklet and the Entitlement and Acceptance Form, or any other material relating to the Retail Entitlement Offer, in other jurisdictions outside Australia and New Zealand may also be restricted by law and any such restrictions should be observed. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

This Retail Information Booklet and the Entitlement and Acceptance Form have been prepared for publication in Australia and New Zealand and may not be released in the United States. They do not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or to any person who is acting for the account or benefit of any person in the United States (to the extent such person holds amaysim Shares and is acting for the account or benefit of a person in the United States). The Retail Entitlements and the New Shares have not been, nor will they be, registered under the US Securities Act of 1933, as amended ("**US Securities Act**") or the securities laws of any state or other jurisdiction of the United States and accordingly the Retail Entitlements and the New Shares may only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the US Securities Act. Because of these legal restrictions, you must not distribute, release or send copies of this Retail Information Booklet and the Entitlement and Acceptance Form, or any other material relating to the Retail Entitlement Offer, to any person in the United States.

RISKS

An investment in amaysim Shares is subject to known and unknown risks, some of which are beyond the control of amaysim, including possible loss of income and principal invested. amaysim does not guarantee any particular rate of return or the performance of amaysim nor does it guarantee the repayment or maintenance of capital or any particular tax treatment. Refer to the "Key Risks" section of the Investor Presentation included in Section 5 of this Retail Information Booklet for a summary of general and specific risk factors that may affect amaysim.

Important information

DEFINITIONS AND TIME

Defined terms used in this Retail Information Booklet are contained in the Glossary.
All references to time are to Sydney time, unless otherwise indicated.

TAXATION

There will be tax implications associated with participating in the Retail Entitlement Offer and receiving New Shares. Section 6 provides for a general guide to the Australian income tax, goods and services tax and stamp duty implications of the Retail Entitlement Offer for Eligible Retail Shareholders. The guide does not take account of the individual circumstances of particular Eligible Retail Shareholders and does not constitute tax advice. amaysim recommends that you consult your professional tax advisor in connection with the Retail Entitlement Offer.

OTHER GENERAL MATTERS

Please read carefully Section 7 of this Retail Information Booklet for other important notices, disclaimers and acknowledgements.

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Summary of Entitlement Offer and Key Dates

SUMMARY OF ENTITLEMENT OFFER

Ratio	1 New Share for every 2.5 amaysim Shares held on the Record Date
Offer Price	\$0.60 per New Share
Number of New Shares to be issued	Approximately 84.3 million New Shares
Gross proceeds	\$50.6 million

KEY DATES

EVENT	DATE
Announcement of the Entitlement Offer	26 February 2019
Record Date for determining eligibility for the Retail Entitlement Offer (7.00pm)	28 February 2019
Retail Information Booklet lodged with ASX	5 March 2019
Despatch of Retail Information Booklets and Entitlement and Acceptance Forms to Eligible Retail Shareholders	5 March 2019
Retail Entitlement Offer opens	5 March 2019
New Shares under the Institutional Entitlement Offer are issued and commence trading on ASX on a normal settlement basis	7 March 2019
Retail Entitlement Offer closes (5.00pm)	25 March 2019
Issue of New Shares under the Retail Entitlement Offer	1 April 2019
New Shares issued under the Retail Entitlement Offer commence trading on ASX on a normal settlement basis	2 April 2019
Despatch of holding statements for New Shares issued under the Retail Entitlement Offer	3 April 2019

These dates are indicative only and are subject to change without notice. All references to time are to Sydney time. Subject to the requirements of the Corporations Act, the ASX Listing Rules and any other applicable laws, amaysim has the right, with the consent of the Underwriter, to amend the timetable. In particular, amaysim reserves the right to extend the Retail Closing Date, to accept late Applications under the Retail Entitlement Offer (either generally or in particular cases) and to withdraw the Retail Entitlement Offer without prior notice. Any extension of the Retail Closing Date will have a consequential effect on the Issue Date.

Summary of Entitlement Offer and Key Dates

The quotation of New Shares is subject to confirmation from the ASX.

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application once it has been accepted. Eligible Retail Shareholders wishing to participate in the Retail Entitlement Offer are encouraged to submit their Entitlement and Acceptance Form as soon as possible after the Retail Entitlement Offer opens.

ENQUIRIES

If you have any doubt about whether you should participate in the Retail Entitlement Offer, you should seek professional advice from a licensed advisor before making any investment decision. If you have questions on how to complete the Entitlement and Acceptance Form or how to take up your Retail Entitlement, or have lost your Entitlement and Acceptance Form and would like a replacement form, please call the amaysim Australia Limited Entitlement Offer Information Line on 1300 855 080 (within Australia) or on +61 3 9415 4000 (outside Australia) at any time from 8.30am to 5.00pm Monday to Friday during the Retail Entitlement Offer Period. Details of your Entitlement can also be accessed online at www.amaysimentitlementoffer.com.au.

Chairman's Letter

5 March 2019

Dear Shareholder

On behalf of the amaysim Australia Limited (ASX: AYS) board, I am pleased to invite you to participate in a 1 for 2.5 underwritten accelerated non-renounceable entitlement offer of new amaysim ordinary shares ("**New Shares**") at an offer price of \$0.60 per New Share ("**Offer Price**"), to raise approximately \$50.6 million ("**Entitlement Offer**").

NEW SENIOR DEBT FACILITIES & STRATEGIC GROWTH INITIATIVES

The net proceeds from the Entitlement Offer will be used to reduce debt and provide additional balance sheet strength and flexibility to support amaysim's proposed investment in new strategic growth initiatives in mobile, energy and our technology platforms.

Further information about the new senior debt facilities and the strategic growth initiatives, including the benefits and financial impact, are disclosed in the Investor Presentation included in Section 5 of this Retail Information Booklet.

MAJOR SHAREHOLDER AND DIRECTOR SUPPORT

amaysim's largest shareholder, Investmentaktiengesellschaft für langfristige Investoren TGV ("**Langfrist**") is supportive of amaysim's strategy and has subscribed for 100% of its entitlements and provided sub-underwriting support to the Entitlement Offer.

Existing Eligible Institutional Shareholders have shown very strong support for amaysim through the Institutional Offer, taking up approximately 97% of their Entitlements. Further, the institutional bookbuild for Entitlements either not taken up by Eligible Institutional Shareholders, or attributable to Ineligible Institutional Shareholders and Ineligible Retail Shareholders, was also strongly supported with bids significantly exceeding the available bookbuild securities. The institutional shortfall, including Langfrist's participation, was subject to a pro-rata scale back due to this over subscription.

As announced on 26 February 2019, existing Eligible Institutional Shareholders who participated in the institutional bookbuild (excluding Langfrist) were also offered the opportunity to sub-underwrite any Retail Shortfall, following take-up by Eligible Retail Shareholders of Additional New Shares. The Retail Entitlement Offer is fully sub-underwritten by existing Eligible Institutional Shareholders.

Non-Executive Director Thorsten Kraemer has taken up 100% of his entitlement to New Shares in the Institutional Entitlement Offer, and will provide sub-underwriting support under the Retail Entitlement Offer.

DETAILS OF THE ENTITLEMENT OFFER

The Entitlement Offer comprises an institutional component ("**Institutional Entitlement Offer**") and a retail component ("**Retail Entitlement Offer**") as announced to the ASX on Tuesday, 26 February 2019.

amaysim announced to the ASX on Wednesday, 27 February 2019 that the Institutional Entitlement Offer raised approximately \$35.1 million, which represents approximately 69% of total entitlements available under the Entitlement Offer. The Retail Entitlement Offer is expected to raise approximately \$15.5 million.

Under the Retail Entitlement Offer, Eligible Retail Shareholders are being offered the opportunity to subscribe for 1 New Share for every 2.5 existing amaysim ordinary shares held on the Record Date of 7:00pm (Sydney time) on Thursday, 28 February 2019 ("**Entitlements**").

Chairman's Letter

Eligible Retail Shareholders who take up their Entitlements in full may also apply for Additional New Shares in excess of their Entitlements at the Offer Price ("**Additional New Shares**"). The availability of Additional New Shares will be limited to the Entitlements attributable to Eligible Retail Shareholders that do not take up their Entitlements. In the event it is necessary to scale-back applications for Additional New Shares (where there are more applications for Additional New Shares than there is Retail Shortfall) then the scale back will be on a pro-rata basis based on your Retail Entitlement. Any shortfall shares not allocated to Eligible Retail Shareholders will be allotted to any institutional shareholder that acts as sub-underwriter and thereafter, if there is any residual shortfall, taken up by Langfrist as sub-underwriter of last resort.

OTHER INFORMATION

This offer booklet ("**Retail Information Booklet**") relates to the Retail Entitlement Offer. Please carefully read this Retail Information Booklet in its entirety before you invest, together with all recent ASX announcements of amaysim. In particular, you should read and consider the "Key risks" section of the Investor Presentation included in Section 5 of this Retail Information Booklet which contains a summary of some of the key risks associated with an investment in amaysim.

The Retail Entitlement Offer closes at 5:00pm (Sydney time) on Monday, 25 March 2019.

Accompanying this Retail Information Booklet is your personalised Entitlement and Acceptance Form which contains details of your Entitlement. Your Entitlement may have value and it is important that you determine whether to take up or do nothing in respect of your Entitlement. If you choose to do nothing, your Entitlement will lapse and you will receive no value for your Entitlement.

To participate, you need to ensure that you have completed your application by paying the Offer Price multiplied by the number of New Shares (and any Additional New Shares) you are applying for ("**Application Monies**") by BPAY®, or by lodging your personalised Entitlement and Acceptance Form with your Application Monies paid by cheque, bank draft or money order so that they are received before this time in the manner described in this Retail Information Booklet. Payment is due by no later than 5.00pm (Sydney time) on Monday, 25 March 2019.

If you have any questions in relation to the Retail Entitlement Offer, please contact the amaysim Entitlement Offer Information Line on 1300 855 080 (within Australia) or on +61 3 9415 4000 (outside Australia) at any time from 8.30am to 5.00pm Monday to Friday during the Retail Entitlement Offer Period.

For any other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser before making a decision to invest.

On behalf of the Board of amaysim, I thank you for your continued support and encourage you to consider this investment opportunity.

Yours sincerely



Andrew Reitzer
Chairman

Section 1: Who does this Retail Information Booklet apply to?

This Retail Information Booklet is important for people who meet all of the following requirements (referred to as “**Eligible Retail Shareholders**” in this Retail Information Booklet):

- you are registered as a holder of amaysim Shares as at the Record Date, being 7.00pm on 28 February 2019; and
- you have a registered address on the amaysim Share register in Australia, New Zealand or any of the Approved Foreign Jurisdictions; and
- you are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent you hold amaysim Shares and are acting for the account or benefit of a person in the United States); and
- you did not receive an offer to participate (other than as a nominee, trustee or custodian) or were otherwise ineligible to participate under the Institutional Entitlement Offer; and
- you are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without a prospectus, disclosure document or any lodgement filing, registration or qualifications.

If you are a retail Shareholder that is **not** an Eligible Retail Shareholder, then you are referred to as an “**Ineligible Retail Shareholder**” in this Retail Information Booklet.

To help you understand the terminology used in this Retail Information Booklet:

- references to ‘you’ are references to Eligible Retail Shareholders; and
- references to ‘your Retail Entitlement’ are references to the Retail Entitlements of Eligible Retail Shareholders; and
- references to ‘your Entitlement and Acceptance Form’ are references to the form of that name accompanying this Retail Information Booklet that you can use to take up your Retail Entitlement.

If you are an Eligible Retail Shareholder, you may take one of the following actions:

- take up all of your Retail Entitlement (“**Option 1**”);
- take up all of your Retail Entitlement in full, and also apply for Additional New Shares in excess of your Retail Entitlement (“**Option 2**”);
- take up part of your Retail Entitlement and allow the balance to lapse, in which case you will receive no value for those lapsed Retail Entitlements (“**Option 3**”); or
- do nothing, in which case your Retail Entitlements will lapse and you will receive no value for those lapsed Retail Entitlements (“**Option 4**”).

If you are a retail Shareholder that is not an Eligible Retail Shareholder, you are an Ineligible Retail Shareholder. Ineligible Retail Shareholders are not entitled to participate in the Retail Entitlement Offer.

Further detail in relation to each of the above actions is set out in Section 2 of this Retail Booklet.

Section 2: Summary of your options

Option	Key considerations	Where to find more information about your options
Option 1 Take up all of your Retail Entitlement	<ul style="list-style-type: none"> To take up all of your Retail Entitlement, you need to complete and return your personalised Entitlement and Acceptance Form with the requisite Application Monies or pay your Application Monies via BPAY pursuant to the instructions set out on the Entitlement and Acceptance Form or online at www.amaysimentitlementoffer.com.au. If you decide to submit your payment via BPAY you should instruct payment well before 5.00pm on the Retail Closing Date to enable its receipt by that time. If you decide to submit your payment by cheque, bank draft or money order, you must ensure that the payment (along with your personalised Entitlement and Acceptance Form) is received by no later than 5.00pm on the Retail Closing Date. New Shares issued under the Retail Entitlement Offer will be fully paid and rank equally with amaysim Shares. 	Section 4.1
Option 2: Take up all of your Retail Entitlement in full, and also apply for Additional New Shares in excess of your Retail Entitlement	<ul style="list-style-type: none"> To take up all of your Retail Entitlement and also apply for Additional New Shares in excess of your Retail Entitlement you need to complete and return your personalised Entitlement and Acceptance Form with the requisite Application Monies or pay your Application Monies via BPAY pursuant to the instructions set out on the Entitlement and Acceptance Form or online at www.amaysimentitlementoffer.com.au. If you decide to submit your payment via BPAY you should instruct payment well before 5.00pm on the Retail Closing Date to enable its receipt by that time. If you decide to submit your payment by cheque, bank draft or money order, you must ensure that the payment (along with your personalised Entitlement and Acceptance Form) is received by no later than 5.00pm on the Retail Closing Date. In the event of oversubscriptions, the allocation of Additional New Shares will be subject to scale back on a pro-rata basis. There is no guarantee that you will be allocated any Additional New Shares. Additional New Shares issued under the Retail Entitlement Offer will be fully paid and rank equally with amaysim Shares. 	Section 4.2

Section 2: Summary of your options

Option 3: Take up part of your Retail Entitlement and allow the balance to lapse, in which case you will receive no value for those lapsed Retail Entitlements	<ul style="list-style-type: none"> • To take up part of your Retail Entitlement, you need to complete and return your personalised Entitlement and Acceptance Form (noting the number of New Shares you wish to take up) with the requisite Application Monies or pay your Application Monies via BPAY pursuant to the instructions set out on the Entitlement and Acceptance Form or online at www.amaysimentitlementoffer.com.au. If you decide to submit your payment via BPAY you should instruct payment well before 5.00pm on the Retail Closing Date to enable its receipt by that time. If you decide to submit your payment by cheque, bank draft or money order, you must ensure that the payment (along with your personalised Entitlement and Acceptance Form) is received by no later than 5.00pm on the Retail Closing Date. • amaysim will treat you as applying for as many New Shares as your payment will pay for in full. • The part of your Retail Entitlement not taken up will lapse and the New Shares not subscribed for will form part of the Retail Shortfall. • If you do not take up your Retail Entitlement in full, you will receive no value for those Retail Entitlements not taken up. • If you do not take up all of your Retail Entitlement, your proportionate interest in amaysim will be diluted. • Your Retail Entitlements are non-renounceable. This means they cannot be traded on ASX or any other exchange and cannot be privately transferred. 	Section 4.3
Option 4: Do nothing, in which case your Retail Entitlement will lapse and you will receive no value for those lapsed Retail Entitlements	<ul style="list-style-type: none"> • If you do not take up your Retail Entitlement, you will not be issued New Shares and your Retail Entitlements will lapse. • The New Shares not subscribed for will form part of the Retail Shortfall. • Your Retail Entitlements are non-renounceable. This means they cannot be traded on ASX or any other exchange and cannot be privately transferred. • If you do not take up your Retail Entitlement, you will receive no value for those Retail Entitlements. • If you do not take up your Retail Entitlement, your proportionate holding in amaysim will be diluted. 	Section 4.4

If you have any doubt about how you should deal with your Retail Entitlement, you should seek professional advice from a licensed advisor.

Section 3: Further information about the Retail Entitlement Offer

3.1 Your Retail Entitlement

Your Retail Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form. It has been calculated as 1 New Share for every 2.5 amaysim Shares you held as at the Record Date, being 7.00pm on 28 February 2019, at the Offer Price of \$0.60 per New Share.¹

If you have more than one holding of amaysim Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Retail Entitlements for each separate holding. Note that the Retail Entitlement stated on your personalised Entitlement and Acceptance Form may be in excess of the actual Retail Entitlement you may be permitted to take up where, for example, you are holding amaysim Shares on behalf of a person in the United States (see the definition of “**Eligible Retail Shareholder**” in Section 1).

3.2 Closing date

If you take up and pay for all or part of your Retail Entitlement before the Retail Closing Date, you will be issued your New Shares and your Additional New Shares (if applicable) on 2 April 2019 (“**Issue Date**”).

New Shares and Additional New Shares issued under the Entitlement Offer will be fully paid and rank equally with amaysim Shares from issue.

3.3 Consequences of not accepting all or part of your Retail Entitlement

If you do not accept all or part of your Retail Entitlement in accordance with the instructions set out in this Retail Information Booklet, those New Shares that you would have otherwise been entitled to under the Retail Entitlement Offer (including New Shares that relate to the portion of your Entitlement that has not been accepted) will be acquired by Eligible Retail Shareholders as Additional New Shares, the Underwriter or any sub-underwriters.

By allowing your Retail Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Retail Entitlement and you will not receive any value for your Retail Entitlement. Your proportionate interest in amaysim will also be diluted.

3.4 Nominees

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders. Nominees with registered addresses in the Approved Foreign Jurisdictions, irrespective of whether they participate under the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold amaysim Shares, provided that the applicable beneficiary would satisfy the criteria for an Eligible Retail Shareholder.

Nominees and custodians which hold amaysim Shares as nominees or custodians will have received, or will shortly receive, a letter from amaysim. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to:

- beneficiaries on whose behalf they hold amaysim Shares who would not satisfy the criteria for an Eligible Retail Shareholder;

¹ Where fractions arise in the calculation of a Retail Entitlement, the Retail Entitlement will be rounded up to the nearest whole number of New Shares.

Section 3: Further information about the Retail Entitlement Offer

- Eligible Institutional Shareholders who received an offer to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not); or
- Ineligible Institutional Shareholders who were ineligible to participate in the Institutional Entitlement Offer.

Due to legal restrictions, nominees and custodians may not send copies of this Retail Information Booklet or accept the Retail Entitlement Offer on behalf of any person in the United States or any person who is acting for the account or benefit of a person in the United States (to the extent such person holds amaysim Shares and is acting for the account or benefit of a person in the United States) or other jurisdiction outside Australia and New Zealand, except to beneficial shareholders who are resident in the Approved Foreign Jurisdictions, with the consent of amaysim and as permitted in compliance with applicable law.

Nominees and custodians may not distribute this Retail Information Booklet, and may not permit any beneficial shareholder to participate in the Entitlement Offer, in any country outside Australia, New Zealand and Singapore, except that nominees and custodians may distribute this Retail Information Booklet and may permit beneficial shareholders to participate in the Entitlement Offer who are resident in Approved Foreign Jurisdictions with the consent of amaysim who will determine if the number of beneficial shareholders that the nominee or custodian proposes to participate in the Entitlement Offer will be permitted in compliance with applicable law.

amaysim is not required to determine whether or not any registered Shareholder or Investor is acting as a nominee or custodian or the identity or residence of any beneficial owners of existing Shares. Where any person is acting as a nominee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in the Retail Entitlement Offer by the beneficiary, complies with applicable foreign laws.

Section 4: Options available to you

4.1 Option 1 – Take up all of your Retail Entitlement

To take up all of your Retail Entitlement, you must:

- pay by BPAY (see Section 4.5); or
- complete your personalised Entitlement and Acceptance Form and return it by mail with your Application Monies in the form of a cheque, bank draft or money order (see Section 4.6),

in each case, so that it is received by no later than 5.00pm on the Retail Closing Date.

4.2 Option 2 – Take up all of your Retail Entitlement in full, and also apply for Additional New Shares in excess of your Retail Entitlement

To take up all of your Retail Entitlement and also apply for Additional New Shares in excess of your Retail Entitlement, you must:

- pay by BPAY (see Section 4.5); or
- complete your personalised Entitlement and Acceptance Form and return it by mail with your Application Monies in the form of a cheque, bank draft or money order (see Section 4.6),

in each case, so that it is received by no later than 5.00pm on the Retail Closing Date.

4.3 Option 3 – Take up part of your Retail Entitlement

To take up part of your Retail Entitlement, you must:

- pay by BPAY (see Section 4.5); or
- complete your personalised Entitlement and Acceptance Form (indicating the number of New Shares you wish to take up) and return it by mail with your Application Monies, in the form of a cheque, bank draft or money order (see Section 4.6),

in each case, so that it is received by no later than 5.00pm on the Retail Closing Date.

The part of your Retail Entitlement not taken up will lapse and the New Shares not subscribed for will form part of the Retail Shortfall.

4.4 Option 4 – Take no action

If you take no action, you will not be issued New Shares and your Retail Entitlement will lapse. Your Retail Entitlement is non-renounceable and is not tradeable or otherwise transferable. Eligible Retail Shareholders who do not take up their Retail Entitlements in full will not receive any value for those Retail Entitlements they do not take up.

Eligible Retail Shareholders who do not participate fully in the Retail Entitlement Offer will have their proportionate interests in amaysim diluted.

Section 4: Options available to you

4.5 Payment by BPAY

To pay by BPAY, please follow the instructions on your personalised Entitlement and Acceptance Form or online at www.amaysimentitlementoffer.com.au (which includes the Biller Code and your unique Customer Reference Number). You can only make a payment via BPAY if you are the holder of an account with an Australian branch of a financial institution that supports BPAY transactions.

You should instruct payment well before 5.00pm on the Retail Closing Date to enable its receipt before the Retail Entitlement Offer closes.

If you pay by BPAY, your Entitlement and Acceptance Form is **not** required to be lodged with the Registry and you will be deemed to have made the declarations set out in this Retail Information Booklet and on the Entitlement and Acceptance Form.

amaysim will treat you as applying for as many New Shares and Additional New Shares as your payment will pay for in full up to and, where applicable above, your Retail Entitlement.

Any Application Monies received for more than your final allocation of New Shares and Additional New Shares will be refunded as soon as practicable after the close of the Retail Entitlement Offer. No interest will be paid to applicants on any Application Monies received or refunded.

Please make sure to use the specific Biller Code and unique Customer Reference Number on your personalised Entitlement and Acceptance Form or accessed online at www.amaysimentitlementoffer.com.au. If you receive more than one personalised Entitlement and Acceptance Form, you will need to complete individual BPAY transactions using the Customer Reference Number specific to each individual personalised Entitlement and Acceptance Form that you receive.

You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. You may also have your own limit on the amount that you can pay via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit.

4.6 Apply by post with cheque, bank draft or money order

To pay by cheque, bank draft or money order, you must complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form, indicating the number of New Shares and Additional New Shares you wish to apply for and return it by mail to the address set out below, accompanied by a cheque, bank draft or money order in Australian currency for the amount of the Application Monies, payable to “amaysim Australia Limited” and crossed “Not Negotiable”. Any agreement to issue New Shares and Additional New Shares to you following receipt of your personalised Entitlement and Acceptance Form is conditional on your cheque, bank draft or money order in payment of the Application Monies for those New Shares and Additional New Shares being honoured on first presentation.

Your cheque, bank draft or money order must be:

- for an amount equal to \$0.60 multiplied by the number of New Shares and, if applicable, the number of Additional New Shares that you are applying for; and
- in Australian currency, drawn on an Australian branch of a financial institution.

Section 4: Options available to you

You should ensure that sufficient funds are held in the relevant account(s) to cover the Application Monies. If the amount of your cheque, bank draft or money order for Application Monies (or the amount for which the cheque clears in time for issue) is insufficient to pay in full for the number of New Shares and Additional New Shares you have applied for in your personalised Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New Shares and Additional New Shares as your cleared Application Monies will pay for (and to have specified that number of New Shares and Additional New Shares on your personalised Entitlement and Acceptance Form). Alternatively, your Application will not be accepted.

Eligible Retail Shareholders who make payment via cheque, bank draft or money order should mail their cheque, bank draft or money order and their completed Entitlement and Acceptance Form to the address below:

Mail to:

amaysim Australia Limited
C/- Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001

Entitlement and Acceptance Forms (and payments of any Application Monies) will not be accepted at amaysim's registered or corporate offices.

For the convenience of Eligible Retail Shareholders in Australia, an Australian reply paid envelope with the appropriate address has been included with this Retail Information Booklet. Shareholders outside of Australia will need to affix the appropriate postage.

Section 5: Announcements

This Retail Information Booklet (other than the Announcements) is dated 5 March 2019. The Announcements are current as at 5 March 2019. This Retail Information Booklet remains subject to change without notice, however amaysim is not responsible for updating this Retail Information Booklet.

There may be additional announcements that have been made by amaysim after 5 March 2019 and throughout the Retail Entitlement Offer Period that may be relevant in your consideration of whether to take part in the Retail Entitlement Offer. Therefore, it is prudent that you check whether any further announcements have been made by amaysim before submitting an Application.

Section 5: Announcements



Not for release to US wire services or distribution in the United States

ASX ANNOUNCEMENT

26 February 2019

\$50.6 million capital raising to enable and accelerate strategic growth initiatives

amaysim Australia Limited (ASX:AYS) ("**amaysim**" or "**Company**") today announced an underwritten \$50.6 million capital raising to enable and accelerate the execution of its strategic growth initiatives to form Australia's preeminent customer focused utilities service provider.

KEY HIGHLIGHTS

- amaysim has today launched an underwritten capital raising comprising of a 1 for 2.5 accelerated non-renounceable pro rata entitlement offer to raise approximately \$50.6 million at \$0.60 per share ("**Entitlement Offer**")
- Proceeds from the Entitlement Offer will be used to reduce debt and provide additional balance sheet strength and flexibility to support investment in new strategic growth initiatives
- amaysim's growth strategy is expected to result in a material investment in marketing and product development to enhance the strategic value of the Company through a significant increase in the subscriber bases across both mobile and energy over the next 3-years
- amaysim's largest shareholder, Investmentaktiengesellschaft für langfristige Investoren TGV ("**Langfrist**") (currently a holder of 16.14% of amaysim shares) is supportive of the Company's strategy, and has committed to take-up 100% of its entitlement and provide sub-underwriting support to the Entitlement Offer
- New senior debt facilities of \$91 million (after debt reduction)

amaysim's Chief Executive Officer and Managing Director Peter O'Connell said: *"We are raising new capital to support investments that will enable us to accelerate the execution of our longer-term strategy. We believe there is clear opportunity for amaysim to be the customer champion in energy in the same way we are in mobile and deliver a great customer experience and value to our significant subscriber base, while also maximising long term shareholder value."*

NEW SENIOR DEBT FACILITIES

The proceeds of the Entitlement Offer will be partially used to restructure the Company's existing senior debt facilities, with the Company repaying \$30 million to its banks.

In reducing the overall senior debt facilities limit to \$91 million (including bank guarantees of \$31 million), the Company will benefit from de-risking its balance sheet, removal of mandatory debt amortisation payments and a more favourable financial covenant package. These changes will take effect on completion

Section 5: Announcements

of the Entitlement Offer. The new restructured senior debt facilities will provide amaysim with greater flexibility to enable the Company to pursue the strategic growth initiatives outlined below.

Upon the refinancing and restructuring of the Company's existing debt facilities, amaysim expects to have pro forma adjusted net debt of approximately \$25.9 million and a leverage of approximately 0.6x adjusted net debt / FY19 Underlying EBITDA¹.

As part of this restructure, the revolving senior debt facilities will be extended until March 2022, with the term facility extended until March 2023.

STRATEGIC GROWTH INITIATIVES

The remainder of the net proceeds of the Entitlement Offer of approximately \$17.6 million will be used to replenish the Company's existing working capital and support investment in new growth initiatives, including:

- a significant increase in mobile marketing spend to boost brand awareness and accelerate mobile subscriber growth to enhance amaysim's strategic value;
- complete the development and launch of a new disruptive energy product suite that is customer-centric, transparent, simple and fair; and
- drive operational efficiencies, as well as rapid innovation and reduced time-to-market, through an upgrade to the Company's information technology stack, consolidating and simplifying operational systems and processes.

amaysim will also actively cross-sell the new customer friendly energy product suite to amaysim's mobile subscriber base.

Mr O'Connell commented: *"Despite the current headwinds in mobile and some short-term regulatory uncertainty for energy, the management team and Board are optimistic about the sectors over the long-term. We believe that our bold approach announced today, will enable us to take advantage of a number of growth opportunities arising over the next 3-years and we believe amaysim is well positioned to capitalise on the changing dynamics to give Australians the freedom and service they are looking for, and to gain a greater market share."*

Mobile marketing investment

amaysim believes there is significant long-term strategic value in its existing mobile subscriber base which represents approximately 3% of the Australian mobile services market and one third of the MVNO market.² This inherent strategic value is expected to continue to increase as the subscriber base grows, allowing amaysim to optimise its wholesale cost structure in the coming years.

Over the next 3-years, the Company is focused on growing its mobile subscriber base and improving brand awareness. amaysim plans to achieve this by significantly increasing its current mobile marketing spend to provide effective, sustained marketing. The Company will remain disciplined and assess all incremental investment with a view to maintaining an efficient cost-per-acquisition relative to the gross profit contribution from new subscribers.

Mr O'Connell commented: *"amaysim is uniquely placed to continue to grow its valued subscriber base in the growing BYO mobile market due to its low cost of acquisition, low cost to serve and strong word of mouth recommendation. We've demonstrated with the "Just What You Need" ("JWYN") campaign launched in November 2017 and "Hoff" campaign launched in November 2015 that we have the experience and ability to*

Section 5: Announcements

significantly improve our brand awareness and drive strong uptake of our plans. In particular, the JWYN campaign was highly successful and generated approximately one new mobile plan sale per minute while doubling amaysim's brand awareness during the campaign period."

Investment in new energy products

amaysim will invest some of the proceeds of the Entitlement Offer in the development of a new energy product suite that is aimed at disrupting the retail energy market by bringing much needed simplicity, customer centricity and transparency to the sector. This new product suite is anticipated to launch in 2HFY19 and is expected to ramp-up over FY20-21.

Mr O'Connell commented: *"The retail energy market has all of the hallmarks of mobile from 10 years ago (opaque pricing constructs, no clear and ubiquitous access to usage data, bill shock, excessive switching times and low satisfaction). We successfully disrupted the mobile market and our new energy products are aimed at doing to the energy market what we did to mobile – disrupt it with clear and transparent subscription-based pricing, buckets of inclusions, innovative product features and DIY customer account management. We will step up our marketing and brand awareness investment to make sure Australians know that we are taking amaysim's customer champion position in mobile to the retail energy market. This will be a key point of differentiation to the incumbent energy retailers. We also see an exciting opportunity to ramp-up our cross-sell strategy by offering our mobile subscribers an energy product suite that aligns perfectly with the superior customer experience of amaysim's mobile services.*

amaysim will continue to provide its current suite of energy products to existing customers.

Investment in technology stack

To support these strategic growth initiatives in mobile and energy, amaysim will invest to enhance its information technology platforms. This investment will include:

- consolidation and simplification of operational systems and processes;
- investment in new software as a service (SaaS) platforms to support operational processes, including product management, sales, billing, and customer service;
- development and deployment of new mobile product features, new subscription-based energy products and a multi-product single view of the customer (from amaysim's perspective); and
- improvements to platforms to quickly support new revenue initiatives and market segments

These improvements to amaysim's IT systems will provide a platform that supports the sustainable long-term growth of the business, with the increased agility allowing for the Company to quickly respond to customer needs and market conditions through the accelerated deployment of additional features, products and services.

ENTITLEMENT OFFER

amaysim today announced an underwritten 1 for 2.5 accelerated pro rata non-renounceable entitlement offer to raise approximately \$50.6 million at \$0.60 per share, representing a:

- 36.5% discount to the last close price of \$0.945 on Thursday, 21 February 2019³
- 29.1% discount to the theoretical ex-rights price⁴

The Entitlement Offer comprises an institutional component ("**Institutional Entitlement Offer**") and a retail component ("**Retail Entitlement Offer**").

Section 5: Announcements

The Entitlement Offer is underwritten by the sole lead manager, Macquarie Capital (Australia) Limited (“**Macquarie**”).⁵

Langfrist, amaysim’s largest shareholder with a current holding of 16.14% shares on issue, is supportive of the Company’s strategy. Langfrist has provided an irrevocable commitment to subscribe for 100% of its pro rata share of the Entitlement Offer⁶ and has agreed to act as sub-underwriter to the Entitlement Offer. Any shortfall not taken up by amaysim’s other existing shareholders who are eligible to participate in the Entitlement Offer will be allocated to Langfrist in the manner described below.

The participation of Langfrist in the Entitlement Offer, through the take up of its Entitlement and the allocation of any shortfall shares, may result in its holding increasing above 19.99% up to a theoretical maximum of 40.10% if no other shareholder were to participate in the Entitlement Offer.

ADDITIONAL INFORMATION ON THE ENTITLEMENT OFFER

Institutional Entitlement Offer

Eligible institutional shareholders will be invited to participate in the Institutional Entitlement Offer, which will commence 26 February 2019. Eligible institutional shareholders can choose to take up all, part or none of their entitlements.

Institutional entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer, and entitlements that would otherwise have been offered to ineligible institutional and retail shareholders, will be tendered to existing eligible institutional shareholders through a bookbuild process (including Langfrist to the extent its ownership and voting power remains below 20%) at the Offer Price on Wednesday, 27 February 2019. Any residual shortfall shares not taken-up by eligible institutional shareholders during the bookbuild process will be allocated to Langfrist as part of its sub-underwriting commitment.

Eligible institutional shareholders that participate in the institutional bookbuild (excluding Langfrist) will be offered the opportunity to act as sub-underwriters to the Retail Entitlement Offer.⁷

Retail Entitlement Offer

Eligible retail shareholders will be invited to participate in the Retail Entitlement Offer at the same Offer Price and offer ratio as the Institutional Entitlement Offer. The Retail Entitlement Offer will open at 10:00am (Sydney time) on 5 March 2019 and close at 5:00pm (Sydney time) on 25 March 2019.

Eligible retail shareholders that accept their full entitlement can apply for additional shares through a retail shortfall facility at the Offer Price, subject to pro-rata scale back in the event of oversubscription. Any shortfall shares not taken-up by eligible retail shareholders will be allocated on a pro rata basis to eligible institutional shareholders who commit to sub-underwrite the Retail Entitlement Offer. Any subsequent shortfall will then be allocated to Langfrist as sub-underwriter of ‘last resort’.

Further details about the Retail Entitlement Offer will be set out in a retail offer booklet, which amaysim expects to lodge with the ASX and despatch to eligible shareholders with the accompanying Entitlement and Acceptance Form on 5 March 2019. For eligible retail shareholders who wish to take up all or part of their Entitlement, payment must be made via BPAY® or cheque by following the instructions set out on the personalised Entitlement and Acceptance Form. Payment is due by no later than 5.00pm (Sydney time) on 25 March 2019.

Section 5: Announcements

INDICATIVE ENTITLEMENT OFFER TIMETABLE

A timetable of key dates in relation to the Entitlement Offer is set out below.

Event	Date (2019)
Trading halt and announcement of Entitlement Offer	Tue, 26 February
Institutional Entitlement Offer and institutional bookbuild opens	Tue, 26 February
Institutional Entitlement Offer and institutional bookbuild closes	Wed, 27 February
Trading halt lifted and announcement of results of Institutional Entitlement Offer	Thu, 28 February
Record date under the Entitlement Offer	Thu, 28 February (7.00pm)
Retail offer booklet despatched and Retail Entitlement Offer opens	Tue, 5 March
Settlement of new shares issued under Institutional Entitlement Offer	Wed, 6 March
Allotment and commencement of normal trading of new shares issued under Institutional Entitlement Offer	Thu, 7 March
Retail Entitlement Offer closes	Mon, 25 March (5.00pm)
Allotment of new shares under the Retail Entitlement Offer	Mon, 1 April
Quotation and commencement of normal trading of new shares issued under the Retail Entitlement Offer	Tue, 2 April
Despatch of holding statements for new shares issued under the Retail Entitlement Offer	Wed, 3 April

The above timetable is indicative and subject to variation. amaysim reserves the right to alter the timetable at its absolute discretion and without notice, subject to ASX Listing Rules and Corporations Act 2001 (Cth) and other applicable law. All dates and times refer to Sydney time.

ADDITIONAL DETAILS

Further details on the strategic growth initiatives and the Entitlement Offer are set out in the capital raising presentation provided to the ASX today. Details of amaysim's 2019 interim performance are set out in a separate investor presentation also lodged with the ASX today. These presentations contain important information, including key risks and foreign selling restrictions, with respect to the Entitlement Offer.

If you have any questions in relation to the Entitlement Offer, please contact the amaysim Australia Limited Entitlement Offer Information Line on 1300 855 080 (within Australia) or on +61 3 9415 4000 (outside Australia) at any time from 8.30am to 5.00pm Monday to Friday during the Retail Entitlement Offer Period. You can also go to amaysim's website at www.amaysim.com.au. For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

Section 5: Announcements

WEBCAST DETAILS FOR INVESTORS

Management will hold an investor and analyst briefing this morning at 10:00am (AEDT) to present the 2019 half year result and discuss the capital raising. To register and listen to the live (passive) webcast, please go to www.openbriefing.com/OB/3154.aspx.

ADVISERS

Cadence Advisory is acting as independent financial adviser and King and Wood Mallesons as legal adviser to amaysim in relation to the Entitlement Offer.

Macquarie Capital (Australia) Ltd is acting as Sole Lead Manager and Underwriter to the Entitlement Offer.

ENDS

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¹ Pro forma adjusted net debt represents adjusted net debt of \$25.9 million as at 31 December 2018, adjusted for proposed \$30.0 million debt reduction compared to the mid-point of FY19F Underlying EBITDA guidance of \$44.0 - \$48.0 million. Net Debt adjustment reflects cash reserved for expected payments in respect of Large-scale Generation Certificate (LGCs), Small-scale Renewable Energy Certificate (STCs) and energy market liquidity in 2H FY19.

² Telsyte Australian Mobile Services Market Study FY2018.

³ The last close price closing price of amaysim Shares as traded on ASX of \$0.945 on Thursday, 21 February 2019, being the last trading day prior to the announcement of the Entitlement Offer.

⁴ The Theoretical Ex-rights Price ("TERP") is a theoretical price at which Shares should trade immediately after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Shares traded on ASX immediately after the ex-date for the Entitlement Offer depended on many factors and may not have been equal to TERP. TERP is calculated by reference to the closing price of amaysim Shares as traded on ASX of \$0.945 on Thursday, 21 February 2019, being the last trading day prior to the announcement of the Entitlement Offer.

⁵ Refer to the Key Risks in the Capital Raising presentation released on the ASX today for further details on the Underwriting risks.

⁶ Langfrist will take up its pro rata rights in the Institutional Entitlement Offer. The firm commitment from Langfrist to take up its entitlements under the Entitlement Offer is not underwritten by Macquarie Capital (Australia) Limited.

⁷ Further information regarding the control implications of the Entitlement Offer will be made available in the cleansing notice.

Section 5: Announcements

IMPORTANT NOTICES

Not for release or distribution in the United States

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Financial information and forward-looking statements

This announcement contains certain forward-looking statements, including amaysim’s expectations about the performance of the business or the success of the Offer. The words “forecast”, “estimate”, “likely”, “anticipate”, “believe”, “expect”, “project”, “opinion”, “guidance”, “intend”, “should”, “could”, “may”, “target”, “plan”, “project”, “consider”, “aim”, “will” and similar expressions are intended to identify such forward looking statements. You are cautioned not to place undue reliance on forward-looking statements. While due care and attention has been used in the preparation of any forward-looking statements, any such statements in this announcement are subject to change without notice, as are statements about market and industry trends, projects, guidance and estimates.

Any forward-looking statements contained in this announcement are provided as a general guide only, and are not guarantees or predictions of future performance and involve known and unknown risks, contingencies and uncertainties and other factors, many of which may or not be correct and therefore you are cautioned not to place undue reliance on such information. Forward-looking statements included in this announcement are based on the company’s current views and assumptions as well as information known to date (subject to various risks and uncertainties). Actual results, performance or achievements could be materially different from those expressed in, or implied by, these forward-looking statements and the assumptions on which such statements are based, as may statements about market or industry trends, which are based on interpretations of current market conditions and risks, circumstances and events specific to the industry, countries and markets in which amaysim and its related bodies corporate and associated undertakings operate. There can be no assurance that actual outcomes will not differ materially from those forward-looking statements. Past performance is not necessarily a guide to future performance and no representation or warranty, express or implied, is made by any person as to the accuracy, likelihood of achievement or reasonableness of any forward-looking statements, forecast financial information or other forecast contained in this announcement. All financial information provided in this announcement is based on management accounts and subject to review/audit by the Company’s auditors. To the maximum extent permitted by law, amaysim and its Directors, officers, employees, advisers, agents and intermediaries disclaim any obligations or undertakings to release any updates or revisions to the information to reflect any changes in expectations or assumptions, and disclaim all responsibility and liability from any loss arising from use or reliance on this announcement or its content (including, without limitation, for fault or negligence).

All comparisons, unless otherwise noted, are half year ended 31 December 2018 compared to half year ended 31 December 2017 and refer to the continuing operations of the Company with all comparisons relating to prior periods adjusted to reflect only continuing operations. The Company discontinued selling devices on 27 August 2018 and divested its fixed line broadband customer base on 26 October 2018 (completed 30 October 2018). As a result, the results of these businesses are reflected as discontinued operations for all periods presented.

Nothing contained in this document shall form the basis of any contract or commitment, or constitute investment, legal, tax or other advice. You should make your own assessment and take independent professional advice in relation to the information and any action taken on the basis of the information.

ABOUT AMAYSIM

amaysim exists to remove the unnecessary hassle from everyday life by simplifying mobile and energy services. Offering customers DIY account management backed by award-winning, online-first customer support, all amaysim products feature no lock-in contracts, and are built to deliver great customer experience, convenience and outstanding value. For more about amaysim visit www.amaysim.com.au.

Section 5: Announcements

Capital Raising investor presentation

26 February 2019

Not for release to US wire services or distribution in the United States

amaysim

Important notice and disclaimer

Important information

This presentation has been prepared by amaysim Australia Limited (ACN 143 613 478) (amaysim or Company) in relation to an underwritten accelerated non-renounceable entitlement offer of new ordinary fully paid shares in amaysim (New Shares) under section 708AA of the Corporations Act 2001 (Cth) (Corporations Act) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/83 (the Offer).

Macquarie Capital (Australia) Limited (ABN 79 123 199 548) is the underwriter, lead manager and bookrunner to the Offer.

The Offer will be made to eligible institutional shareholders of amaysim in certain permitted jurisdictions (Institutional Entitlement Offer) and eligible retail shareholders of amaysim in certain permitted jurisdictions (Retail Entitlement Offer).

By receiving this presentation, you are agreeing to the following restrictions and limitations.

Summary information

This presentation contains summary information about amaysim and its subsidiaries (Group) and their activities which is current only as at the date of this presentation. The information in this presentation is a general nature and does not purport to be complete. It does not purport to summarise all information that an investor may require or that would be required to be included in a prospectus or product disclosure statement prepared in accordance with the Corporations Act when making an investment decision. It should be read in conjunction with the Group's other periodic and continuous disclosure announcements lodged with the Australian Securities Exchange (ASX), which are available at www.asx.com.au.

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None of the Underwriter, nor any of its affiliates, related bodies corporate, directors, officers, employees, agents or advisers have authorised, caused or permitted the issue, submission or despatch of this presentation nor do they make any recommendation as to whether a potential investor should acquire New Shares. For the avoidance of doubt, and except for references to their names, none of them makes or purports to make any statement in this presentation and there is no statement in this presentation which is based on any statement by them.

Participation in the Offer

Determination of eligibility of investors for the purposes of the Institutional Entitlement Offer and Retail Entitlement Offer will be by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of amaysim and the Underwriter. Each of amaysim, the Underwriter and their respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

See "International Offer Restrictions" on page 37 of this presentation for restrictions on participation in the Offer by residents in certain other jurisdictions outside of Australia or New Zealand.

The Underwriter may have interests in the shares of amaysim, including by providing investment banking services to amaysim. Further, they may act as market maker or buy or sell those securities or associated derivatives as principal or agent. The Underwriter may receive fees for acting in their capacities as lead manager and/or bookrunner, as applicable, to the New Shares.

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The information booklet for the Retail Entitlement Offer (Retail Offer Booklet) will be available following its lodgement with ASX. Any eligible retail shareholder who wishes to participate in the Retail Entitlement Offer should consider the Retail Offer Booklet in deciding whether to apply under that offer. Anyone who wishes to apply for New Shares under the Retail Entitlement Offer will need to apply in accordance with the instructions contained in the Retail Offer Booklet and the entitlement and acceptance form that will accompany it.

Section 5: Announcements

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Currency

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No offer of securities to the extent not permitted

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The views expressed in this presentation contain information that has been derived from publicly available sources that have not been independently verified. No representation or warranty is made as to the accuracy, completeness or reliability of the information.

Operating information

The Company discontinued selling devices on 27 August 2018 and divested its fixed line broadband customer base on 26 October 2018 (completed 30 October 2018). As a result, the results of these businesses are reflected as discontinued operations for all periods presented.

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Statutory, proforma and underlying information

Statutory information is based on reviewed financial statements. "Proforma" and "underlying" financial information has not been audited or reviewed. The pro-forma financial information included in this presentation is for illustrative purposes and does not purport to be in compliance with Article 11 of Regulation S-X of the rules and regulations of the U.S. Securities and Exchange Commission. Investors should be aware that financial data in this presentation include "non-IFRS financial information" under ASIC Regulatory Guide 230 "Disclosing non-IFRS financial information" published by ASIC and also "non-GAAP financial measures" within the meaning of Regulation G under the U.S. Securities Exchange Act of 1934. Non-IFRS/non-GAAP measures referred to in this presentation include without limitation the following:

- Net Revenue means total service revenue and other revenue
- ARPU means average revenue per subscriber, calculated as net revenue for the period divided by average subscribers for that period, and expressed on a monthly basis;
- EBITDA means earnings before income tax excluding interest, depreciation, amortisation and impairment expense;
- EBIT means earnings before interest and tax;
- NPAT means net profit after tax;
- NPATA means NPAT and after adding back the tax affected amortisation relating to acquired contracts and intangibles other than software; and
- Underlying figures have been calculated from statutory data and exclude the impact of non-core income and expenses, any acquisition related expenses including consequential changes in the value of tax assets, integration and transaction costs with a related tax adjustment where applicable and impairment costs. Refer to appendix for reconciliation between statutory and underlying results.

Although the directors of amaysim believe these non-IFRS/non-GAAP financial measures provide useful information about the financial performance of amaysim, they should be considered as indications or supplements to those measures that have been presented in accordance with the Australian Accounting Standards and not as a replacement for them. The non-IFRS/non-GAAP financial measures do not have a standardised meaning prescribed by Australian Accounting Standards and, therefore, may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. Readers are cautioned, therefore, not to place undue reliance on any non-IFRS/non-GAAP financial measures included in this presentation.

Financial data

This presentation includes certain historical financial information extracted from amaysim's reviewed consolidated financial statements (the Historical Financial Information). Also presented is selected pro forma financial information which has been prepared to reflect the impact of the Offer (Pro Forma Financial Information). The Pro Forma Financial Information is for illustrative purposes only and is not represented as being indicative of amaysim's views on its future financial condition and/or performance.

The Historical Financial Information and Pro-Forma Financial Information have been prepared and presented in accordance with the measurement and recognition principles of the Australian Accounting Standards (including the Australian Accounting Interpretations) (AAS). The Historical Financial Information and Pro Forma Financial Information is presented in an abbreviated form insofar as it does not include all the presentation and disclosures, statements or comparative information as required by the AAS and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act.

The basis of preparation of the earnings guidance included in this presentation is, to the extent applicable, consistent with that of the Historical Financial Information. The guidance is based on an assessment of current economic and operating conditions, the specific assumptions set out in this presentation and certain general assumptions. The guidance has not been audited or reviewed.

Unless otherwise stated, all dollar values are in Australian dollars (\$) or A\$). A number of figures, amounts, percentages, estimates, calculations of value and fractions in this presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this presentation and totals may vary slightly due to rounding. All references to financial years appearing in this presentation are to the financial years ended on 30 June of the indicated year, unless stated otherwise.

Past performance

The Group's past performance and position reflected in this presentation is given for illustrative purposes only and should not be relied upon as (and is not) an indication of amaysim's views on its future financial performance or condition. Investors should note that past performance, including past share price performance, of the Group cannot be relied upon as an indicator of (and provides no guidance as to) future Group performance including future share price performance. The Historical Financial Information included in this presentation is, or is based on, information that has previously been released to the market.

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Section 5: Announcements

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Individuals should consider any forward-looking statements contained in this presentation in light of those risks and disclosures. Any forward-looking statements are based on information available to amaysim as at the date of this presentation and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be proven to be correct.

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You acknowledge and agree that:

- determination of eligibility of investors for the purposes of the institutional and retail components of the Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of amaysim and the Underwriter;
- each of amaysim, the Underwriter, amaysim's advisors and their respective affiliates, officers, employees, agents and advisers disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law; and
- the information in this presentation remains subject to change without notice.

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amaysim capital raising



amaysim today announced a capital raising by way of an underwritten 1 for 2.5 accelerated non-renounceable pro rata entitlement offer of approximately \$50.6 million at \$0.60 per share ("Entitlement Offer")¹


- provide additional balance sheet strength and flexibility to accelerate the execution of its strategic growth initiatives to form one of Australia's leading customer focused utilities service providers
- amaysim's largest shareholder, Langfrist (16.14%) is supportive of the Company's strategy, and has committed to take-up 100% of its entitlement and provide sub-underwriting support to the Entitlement Offer

1. Refer to the Glossary on page 42 for a definition of key terms

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Section 5: Announcements

Strategic rationale




Improve financial flexibility

- ✓ De-risk amaysim's balance sheet
- ✓ Restructure the Company's existing senior debt facilities, with the Company repaying \$30 million to its banks and entering into new banking arrangements
- ✓ The new debt facilities will be non-amortising and feature a more favourable financial covenant package which will enable growth investments¹




mobile subscribers

- ✓ Plan to significantly increase mobile marketing spend to a consistent and sustained level over the medium term
- ✓ Focused on growing mobile subscriber base and improving brand awareness
- ✓ Expected to maximise the long-term strategic value of mobile subscriber base



New energy products

- ✓ Launching a new energy product suite in 2H FY19 aimed at disrupting the retail energy market
- ✓ Will bring much needed simplicity, customer centricity and transparency to the sector
- ✓ Opportunity to be the energy customer champion in the same way as mobile



Invest in technology

- ✓ Invest to enhance information technology platform to assist growth initiatives in mobile and energy
- ✓ Provides platform for long-term growth of the business and enables increased agility and accelerated deployment of features, products and services

1. These changes will take effect on completion of the Entitlement Offer


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Investment highlights



mobile

- ✓ Australia's 4th largest mobile services operator and #1 MVNO by market share
- ✓ Track record of strong subscriber growth through low-cost acquisition channels
- ✓ Strategy to create long-term shareholder value through maximising strategic value of increased subscriber base
- ✓ Represents over half of Optus' MVNO subscribers¹




energy

- ✓ A leading energy 'challenger brand' with a track record of subscriber growth
- ✓ Opportunity to disrupt market with new energy product suite
- ✓ Opportunity to enhance cross-sell strategy via an energy subscription product suite which is closely aligned to how customers buy telco products



Major shareholder support & management alignment

- ✓ Entitlement Offer supported by amaysim's largest shareholder, Langfrist
- ✓ Langfrist has informed the company that it is supportive of the current board, management and strategy and has no current intentions to seek to change the board composition, management or strategy of the company
- ✓ The Company's CEO, CFO, CCO and CSO all intend to individually acquire New Shares via the Entitlement Offer where eligible or on market



Experienced and refreshed leadership team

- ✓ Highly experienced board and management team with significant expertise across mobile and energy
- ✓ Refreshed Management Team – new CEO & CFO
- ✓ Two new Non Executive Directors in last 6 months

1. As at June 2018, Telsyte Retail Mobile Data Pricing Study 2018, Source: Telsyte Australian Mobile Services Market Study FY2018

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Section 5: Announcements

Entitlement Offer

Offer size and structure



amaysim intends to raise approximately \$50.6 million via an Entitlement Offer

- The Entitlement Offer is **underwritten** by the Sole Lead Manager and Bookrunner, Macquarie Capital (Australia)¹
- The Entitlement Offer will be available to all eligible **existing shareholders** of amaysim at an Offer Price of \$0.60 per New Share, representing a:
 - 29.1% discount to TERP (\$0.846 per share)
 - 37.1% discount to 5 day VWAP (\$0.955 per share)
- Given the relative attractiveness of the offer, the Company has elected to open the Entitlement Offer only to existing shareholders, who have been supporters of amaysim and its strategy
- amaysim's largest shareholder, Langfrist (currently a holder of 16.14% of amaysim shares) is supportive of the Company's strategy and has committed to take-up 100% of its entitlement and provide sub-underwriting support to the Entitlement Offer.²
- Independent, Non-Executive Director Thorsten Kraemer has committed to take-up 100% of his entitlement and provide sub-underwriting support for up to a further one million shares to the Retail Entitlement Offer.³

Sources and uses



Net proceeds from the Entitlement Offer will be used to reduce debt and provide additional balance sheet strength and flexibility to support investment in new strategic growth initiatives

Sources of funds (\$m)		Use of funds (\$m)	
Entitlement Offer	50.6	Repayment of senior debt	30.0
		Working capital / growth capital	17.6
		Transaction costs ⁴	3.0
Total sources	50.6	Total uses	50.6

1. The entitlement of amaysim's largest shareholder, Langfrist, is not being underwritten
 2. Refer to slide 40 for a description of Langfrist's sub-underwriting commitment and any residual effect on control of amaysim
 3. Refer to slide 40 for a description of Thorsten's sub-underwriting commitment
 4. Expected transaction costs associated with the Entitlement Offer, plus debt refinance costs

Entitlement Offer timetable

Event	Date
amaysim 1H19 results, Entitlement Offer announcement and trading halt	Tuesday, 26 February 2019
Institutional Entitlement Offer conducted	Tuesday, 26 to Wednesday, 27 February 2019
amaysim shares re-commence trading on an ex-entitlement basis	Thursday, 28 February 2019
Record Date for the Entitlement Offer (7.00pm Sydney, Australia time)	Thursday, 28 February 2019
Retail Offer Booklet despatched	Tuesday, 5 March 2019
Retail Entitlement Offer opens	Tuesday, 5 March 2019
Institutional Entitlement Offer settlement	Wednesday, 6 March 2019
Retail Entitlement Offer closes (5.00pm Sydney, Australia time)	Monday, 25 March 2019
Issue and normal trading of New Shares issued under the Retail Entitlement Offer	Tuesday, 2 April 2019
Despatch of holding statements	Wednesday, 3 April 2019

Note: All dates in this Presentation are indicative only. amaysim reserves the right to vary the dates of the Offer, including closing the Offer early, without prior notice

Growth initiatives – mobile

amaysim

Accelerate mobile subscriber growth to drive strategic value



Significant increase in sustained marketing spend to implement a strategy to boost brand awareness and accelerate efficient subscriber growth



Discipline on marketing investment to be maintained by closely monitoring CPA relative to gross profit contribution from new subscribers



amaysim believes that this strategy will lead to a significant increase in the subscriber base, with the intent to maximise the strategic value of the Company to its wholesale network provider

Section 5: Announcements

Mobile market themes

Australia's mobile market is in transition before the onset of 5G

Competitive environment

- Very competitive operating environment
- Market participants now competing primarily on price and data inclusions

5G network rollout beginning

- MNO focus expected to be diverted to new product strategies for 5G and avenues to lift ARPU
- Intense competition in 4G expected to normalize

No 'iPhone moment' in recent years

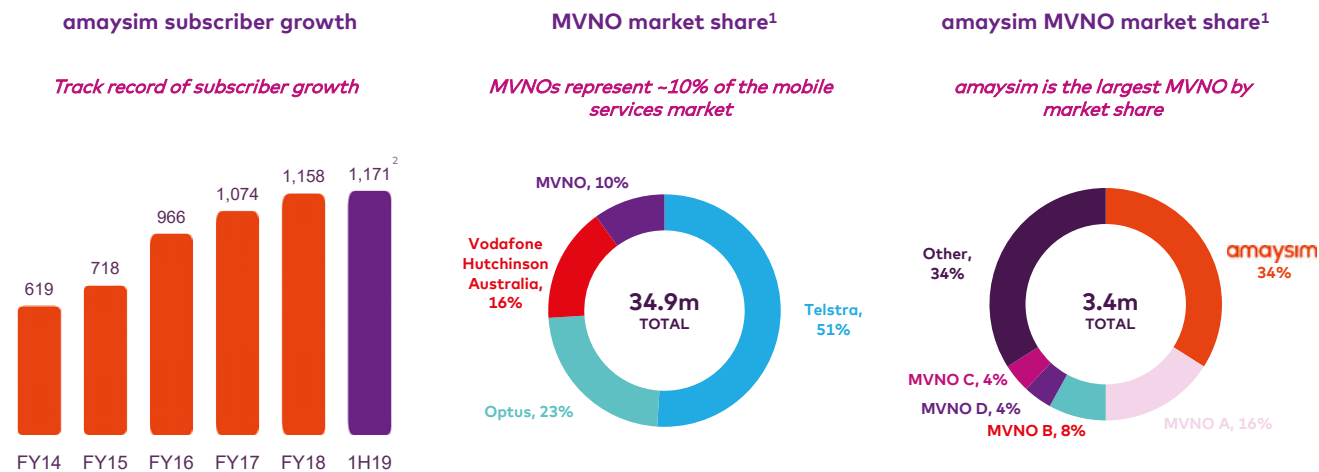
- Handset driven customer acquisition less effective for MNOs
- No clear changes in technology advancements

MVNOs attractive to MNOs

- amaysim acquires and serves 4G customers cheaper than MNOs
- MVNOs provide MNOs 'gross adds' at high margin wholesale revenue – expected to be attractive to MNOs with excess network capacity in 5G world

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amaysim is the largest MVNO in the market



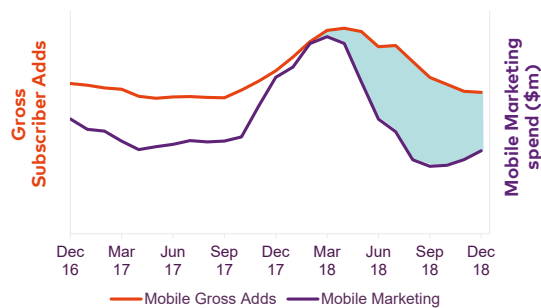
1. As at June 2018, Telsyte Retail Mobile Data Pricing Study 2018, Source: Telsyte Australian Mobile Services Market Study FY2018
 2. In January and February 2019, the Company experienced increased churn due to the natural expiry of approximately 124,600 'pay as you go' subscribers' plans coinciding with the relevant plan expiry period for these subscribers. As at 15 February 2019, the Group's mobile subscriber base was approximately 1,061,000. The loss of these subscribers does not negatively impact the Group's revenue or earnings for the year as these naturally expiring subscribers have not added credit to their account for over 12 months. This exceptional churn is expected to have a slight positive effect on ARPU

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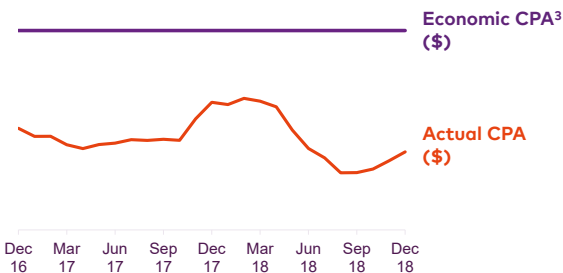
Sustained and consistent marketing drives benefits

Rolling six month gross subscriber adds and mobile marketing spend¹



Marketing spend from Oct-17 to Mar-18 demonstrates benefits of consistent and sustained marketing which provides a lasting tail wind.

Cost per acquisition over time²



Discipline on marketing investment to be maintained by closely monitoring CPA relative to gross profit contribution from new subscribers, with amaysim well below economic CPA investment levels.

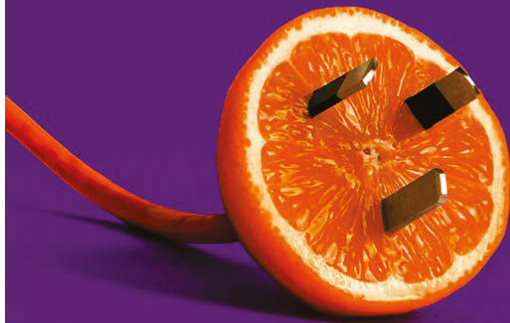
1. Reflects average of last six months for both Gross Subscriber Adds and mobile marketing spend
 2. Reflects rolling last six months average CPA
 3. Economic CPA refers to the amount amaysim is willing to spend to acquire a subscriber with an appropriate payback period relative to gross profit contribution of that subscriber. The Economic CPA reflected in the chart is based on current subscriber metrics (ARPU, gross margin and tenure)

Growth initiatives – energy

amaysim

Section 5: Announcements

The energy industry is ripe for disruption...



Today's energy market reminds us of mobile 10 years ago...



Products are complex & confusing

- Peak, off-peak, shoulder
- Usage, supply & other charges



Retailers are distrusted

- Language is opaque and untrustworthy
- Consumers expect hidden traps



Application of discounts is confusing

- Pay-on-time vs unconditional
- Discounts on portions of the bill
- 82% of Australians concerned about their bills¹



Company-first, unfriendly contracts

- Contract expiry price jumps or loss of discounts
- Switching can take up to 90 days

1. Based on amaysim commissioned research of 1,002 participants screened to be nationally representative

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...and amaysim is uniquely positioned to take advantage

- We are already known as a customer champion in mobile
- 89% of amaysim customers have recommended us to friends or family¹
- We have limited legacy in terms of product, process and tech (compared to dominant market participants)
- We can develop new technology and scale rapidly
- We can create value for money products that also generate profit
- We can align our mobile and energy products (subscription offer) delivering efficient cross sell and driving synergies

1. Based on amaysim commissioned research of 2,214 participants screened to be nationally representative



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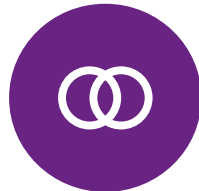
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We will leverage our expertise in mobile to launch customer centric energy plans



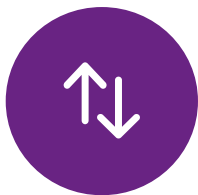
Smart recommendations

We'll recommend the plan that suits each customer's usage without the need for past bills or unnecessary questions



Amazing simplicity

No discounts, no complexity. Just a simple monthly amount and easily trackable usage – just like mobile



Transparency and control

Customers have visibility of all products and are able to switch whenever they want



Just like your mobile

Subscription pricing based on a set amount of inclusions that roll over each month so customers don't lose out

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Technology investment

amaysim

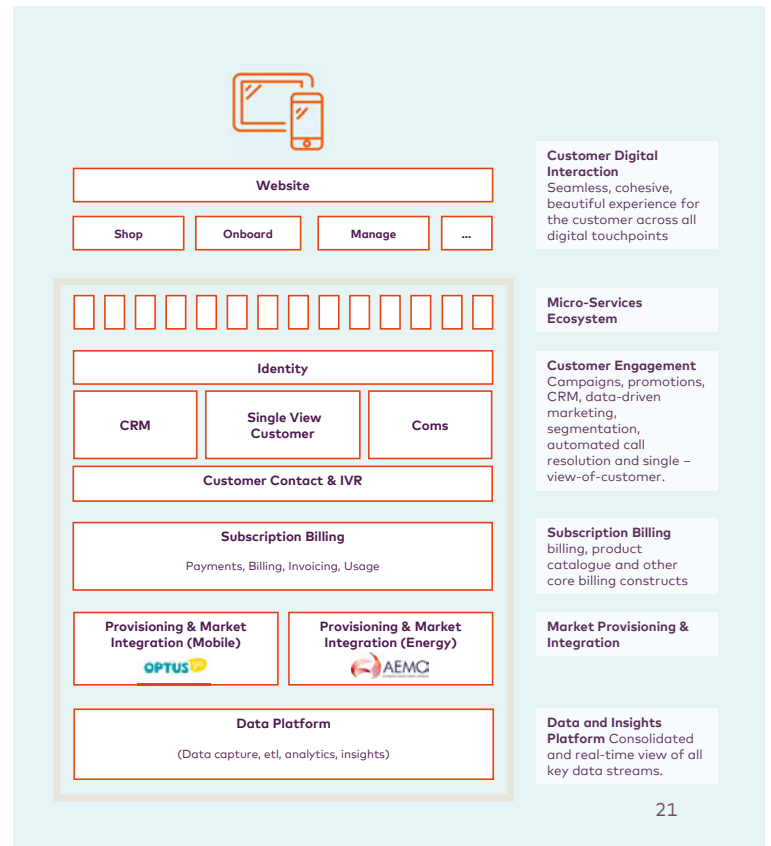
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Investing to future-proof our technology stack

A unified technology architecture, which scales across multiple products, services or verticals

- Enabling of cross sell features between energy and mobile
- Reduced complexity and focus on adding business value
- Quality and security across products and services
- Providing high availability, scalability and fault tolerance
- Rapid innovation and delivery of new features
- Flexibility to allow rapid onboarding of future verticals
- Simple and intuitive experience for all users
- Operational synergies for customer service with a single view of the customer

Incremental technology investment of \$5m - \$7m over next 2 financial years



Debt restructure and reduction

amaysim

Section 5: Announcements

Pro forma capitalisation

The Entitlement Offer provides a reset to the amaysim balance sheet with revised debt facilities and terms

\$ millions	31 Dec 18	Adjustments	Pro Forma
Total borrowings (gross) ¹	87.1	(30.0)	57.1
Cash and cash equivalents	25.9	17.6	43.5
- Cash reserved for energy-related payments ²	(12.3)	-	(12.3)
Unrestricted cash	13.6	17.6	31.2
Adjusted Net Debt ²	73.5	(47.6)	25.9
Adjusted Net Debt / FY19F EBITDA ^{3,4}	1.6x		0.6x
Adjusted Net Debt / 2H FY19F EBITDA (annualised) ^{4,5}	n/a		0.8x

1. amaysim's total gross borrowings at 31 December 2018 was \$87.1m with deferred borrowing costs of \$1.8m presented as an offset against the carrying amount of borrowing under Australian Accounting Standards such that the net amount on the amaysim balance sheet is \$85.3m as at 31 December 2018 (split between current borrowings of \$8.6m and long-term borrowings of \$76.7m)
2. Reflects cash reserved for expected payments in respect of Large-scale Generation Certificate (LGCs), Small-scale Renewable Energy Certificate (STCs) and energy market liquidity in 2H FY19
3. Net Debt adjusted to exclude cash reserved for energy-related payments
4. Reflects EBITDA mid-point of FY19F guidance of \$44.0m - \$48.0m following accounting changes. See page 24 of amaysim's 2019 half-year results presentation
5. Annualised 2H19F Underlying EBITDA following accounting changes of \$33.6m. 2H19F Underlying EBITDA of \$16.8m based on mid-point of FY19 Underlying EBITDA guidance of \$46.0m less 1H19 Underlying EBITDA of \$29.2m

Overview of debt facilities

The new debt facilities and terms will provide amaysim with additional flexibility

Facility	Type	Maturity	Facility Limits Used		Facility Size	Non-Amortising
			pre-Entitlement Offer	post-Entitlement Offer		
Facility A	Multi Option Facility	March 2022	\$17.1m	\$17.1m	\$20.0m	✓
Facility B	Bank Guarantee Facility	March 2022	\$28.4m	\$28.4m	\$31.0m	✓
Facility C	Term Loan Facility	March 2023	\$70.0m	\$40.0m	\$40.0m	✓
Total			\$115.5m ¹	\$85.5m	\$91.0m	

1. Of the total \$115.5m of facility limits used pre-Entitlement Offer, the Facility B total of \$28.4m is a contingent obligation (e.g. bank guarantees) and is not drawn debt appearing as borrowings on the amaysim balance sheet. The amaysim balance sheet reflects total borrowings of \$87.1m (the sum of facilities A and C) with deferred borrowing costs of \$1.8m presented as an offset against the carrying amount of borrowing under Australian Accounting Standards such that the net amount on the amaysim balance sheet is \$85.3m as at 31 December 2018 (split between current borrowings of \$8.6m and long-term borrowings of \$76.7m)

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Key risks

amaysim

Key Risks (1/8)

The future performance of amaysim and the future investment performance of amaysim shares (**Shares**) may be influenced by a range of risk factors, many of which are outside the control of amaysim and its directors. A non-exhaustive list of key risks, including those specific to amaysim and those of a more general nature, is set out below. amaysim's business, financial condition, or results of operations (and the market price of Shares) could be materially and adversely affected by any of these risks, either individually or in combination.

Before investing in amaysim, you should consider whether it is suitable for you having regard to publicly available information (including this presentation) and your own investment objectives, and financial circumstances. You should also consider seeking professional guidance from your stockbroker, solicitor, accountant or other professional adviser before deciding whether to invest.

Optus may terminate its relationship with amaysim or cease to provide the same service on the same terms of the NSA	<p>Optus has termination rights under the wholesale network supply agreement between Optus and amaysim (NSA) which are outlined in section 5.2.1 of the amaysim's Prospectus (available at: https://investor.amaysim.com.au/irm/PDF/1088_0/Prospectus). Some of the matters which could enliven Optus' termination rights are outside the control of amaysim. Some of these could cause the immediate cessation of services being provided to amaysim by Optus. Others provide for the provision of services during a transition-out period following termination of 100 days or 12 months, after which the services provided by Optus would cease.</p> <p>Any of these events could have a material adverse effect on amaysim's financial performance and condition unless amaysim had in place an alternative agreement for the provision of equivalent services from another MNO on substantially similar terms. There is no guarantee that this option would be available to amaysim at the relevant time.</p>
Outcome of price review mechanism may not be favourable	<p>The NSA between amaysim and Optus has both mandatory and voluntary price review mechanisms. amaysim and Optus regularly discuss pricing and inclusions both as part of the formal price review process and as part of broader commercial discussions. There are a number of factors considered under any price review including changes in the market and general pricing of plans across the Australian mobile services market. If a price review does not reach a negotiated outcome, there are mechanisms to resolve deadlocks, including by way of an expert determination. amaysim is currently in the price review process and, as described above, if there is no negotiated outcome then an expert will determine the outcome. The outcome of this (and future) price reviews may not be favourable and could have a material adverse effect on amaysim's financial performance for the relevant period and beyond.</p>
amaysim faces significant competition in the mobile market	<p>Many existing mobile service providers either compete directly with amaysim or provide services that are potential substitutes for amaysim's services. New competitors, services and business models that compete with amaysim are likely to arise in the future. Many of these existing and potential competitors may have substantially more resources than those of amaysim. These competitors may lower their pricing and / or improve their inclusions to compete with amaysim, making amaysim's service offering to customers less attractive. It is also possible that the roll-out and/or take-up of 5G, which may improve the competitive environment in 3G/4G, may be slower than anticipated – putting pressure on amaysim's financial performance.</p>

Section 5: Announcements

Key Risks (2/8)

New energy product suite may not perform as intended	amaysim intends to launch a new energy product suite during 2H19. There is a risk that, in the development of this new product suite, there are unforeseen costs or risks that increase the cost of launching the product or that delay the launch. Furthermore, the product may not deliver either the growth in subscribers or the financial performance that is anticipated, including for, but not limited to, reasons outside of the Company's control.
amaysim may be unable to enter into appropriate energy hedging contracts and related risks	<p>amaysim enters into energy hedge agreements allowing it to source electricity and gas at fixed cost per unit, typically within certain agreed customer limits and thereby minimise risks arising with wholesale price volatility. These hedges are entered into with third party counterparties generally on a yearly basis and therefore amaysim is reliant on entering into these hedges at appropriate prices and on other terms in order to maintain its gross margin in line with historical trends. If amaysim were unable to enter into appropriate energy hedging contracts this could have a material adverse effect on amaysim's financial performance and condition.</p> <p>amaysim also seeks to manage electricity market liquidity risk by entering into "reallocation transactions" with counterparties (typically with greater financial resources than amaysim) in the National Electricity Market. These transactions reduce NEM credit support requirements by 'reallocating' one retailers consumption to another market participant. If amaysim were unable to enter into such transactions at appropriate prices or on satisfactory terms, this would potentially put liquidity pressure on the business.</p>
Cost of marketing activities may increase and / or effectiveness may decrease	<p>The growth in new active subscribers depends in part on the effectiveness of the marketing efforts of amaysim, particularly online marketing but also in more traditional media such as radio and television.</p> <p>There is a risk that amaysim's online advertising may become less effective or more expensive as a result of a number of factors, including but not limited to:</p> <ul style="list-style-type: none"> • changes to the algorithms or terms of service of search engines, such as Google or social media platforms, such as Facebook, which may cause amaysim websites either to be ranked lower or be excluded from results; • increased competition or costs associated with bidding for search engine key words; and/or • increases in the cost of online display advertisements. <p>There is also a risk that amaysim's traditional media advertising may become less effective or more expensive as a result of a number of factors, including but not limited to:</p> <ul style="list-style-type: none"> • increased competition or costs associated with the media slots and segments targeted by amaysim for its advertising campaigns; • increased cost of production of print, television and radio advertisements; and/or • reduction in the audience numbers that are reached.

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Key Risks (3/8)

Competition in energy markets leading to loss of customers, failure to attract new customers or a reduction in margins	<p>amaysim operates in fully contestable retail energy markets (New South Wales, Victoria, Queensland and South Australia), where customers are able to choose from a number of alternative retailers for their electricity and gas requirements. In these markets there are large, well-capitalised incumbents that are highly competitive (such as AGL, EnergyAustralia, Origin and Alinta), as well as a number of other energy retailers that are actively seeking to capture market share.</p> <p>There is a risk that amaysim may not be able to effectively compete against these incumbents, due to their size and scale advantages, or against other energy retailers who may employ more effective strategies to increase their market share.</p> <p>The amaysim and the Click Energy brands operate a no lock-in contract model that enables customers to switch to other competitors at any time. This makes it easier for customers to leave.</p> <p>amaysim may also face additional difficulties attracting or retaining customers in the Queensland and South Australian markets, where it offers electricity but not gas, as some customers prefer to use the same energy retailer for both offerings. amaysim's competitors that provide both electricity and gas may target it's electricity only customers for both their electricity and gas business.</p> <p>The online retail energy market in which amaysim operates has low barriers to entry, as developing an online platform and contracting for the supply of electricity and gas does not require substantial capital investment. If existing competitors or new market entrants build online offerings that are comparable or superior to amaysim, amaysim's market positioning may be affected and it may lose customers and/or fail to attract new customers.</p>
Technology risks	As an online retailer, amaysim is heavily reliant on its IT systems, website and online platform (including for billing). amaysim intends on continuing to invest into its IT systems as described in this presentation. The IT systems that amaysim uses (including for its website and online platform) are either owned and operated by amaysim or provided by third parties. If these systems fail (for example, because of inadequate system maintenance and controls or other failures by these third parties), or if amaysim is unable to renew its IT contracts on favourable terms, then amaysim's business may be interrupted which could have a material adverse effect on its financial performance and condition.
Industry, market and structure	Inability to keep pace with changes in industry or market disruption (including through increased competition or the entry of new competitors) may reduce the Group's ability and profitably grow subscribers. amaysim manages exposure to this risk by proactively monitoring changes in its industry, new participants and products. amaysim manages this risk through its wholesale contracts and by continuing to invest in data-analytics and platforms to help it understand its current and potential customers better, as well as its competitors' behaviour.
Energy regulatory environment	Various state governments and the Federal government have been proactively assessing the regulatory environment applicable to the energy sector. Some of those governments have proposed new laws or regulations or are contemplating proposing new laws or regulations. The impact of these new and proposed laws and regulations remains uncertain. However, new laws and regulations could negatively affect the market in which amaysim operates its energy business and, more specifically, amaysim's financial performance and condition.

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Section 5: Announcements

Key Risks (4/8)

Loss of key personnel	<p>The successful operation of amaysim's business relies on its ability to retain experienced and high performing key management and operating personnel. The unexpected loss of any key members of management or operating personnel, or the inability on the part of amaysim to attract experienced personnel, may adversely affect amaysim's ability to develop and implement its business strategies and the ongoing implementation of the business transformation and may in turn adversely affect amaysim's future revenue and profitability and its prospects for growth.</p> <p>A loss of key staff may also risk the loss of significant corporate knowledge and intellectual property.</p>
Loss or misuse of personal information	<p>amaysim's operations rely on the secure processing, transmission, and storage of confidential, proprietary and other information in its computer systems and networks. amaysim's facilities and systems may be vulnerable to privacy and security incidents, security attacks and breaches, acts of vandalism or theft, computer viruses, emerging cybersecurity risks, misplaced or lost data, programming and/or human errors and other similar events.</p> <p>Any security breach involving the misappropriation, loss or other unauthorised disclosure or use of confidential information whether by amaysim or a third party, could have a material adverse effect on amaysim's business, reputation, financial condition, cash flows or results of operations. The occurrence of any of these events could result in interruptions, delays, the loss or corruption of data, cessations in the availability of systems, potential liability and regulatory action or liability under privacy and security laws, all of which could have a material adverse effect on amaysim's financial position and results of operations and harm amaysim's business reputation.</p>
Equity raising underwriting	<p>amaysim has entered into an underwriting agreement with Macquarie Capital (Australia) Limited ("Underwriter") under which the Underwriter has agreed to underwrite the Entitlement Offer. The Underwriter has, in turn, entered into a sub-underwriting agreement with Langfrist under which, subject to certain conditions Langfrist agrees to fully sub-underwrite the Entitlement Offer.</p> <p>If certain conditions are not satisfied or certain events occur under the underwriting agreement, the Underwriter may terminate this agreement which may require amaysim to search for alternative funding – please see the next page for a list of these events.</p> <p>The ability of the Underwriter to terminate the underwriting agreement in respect of some events (including breach of the underwriting agreement by amaysim, market disruption or regulatory action) will depend (amongst other things) on whether the event has or is likely to have a material adverse effect on the success or settlement of the Entitlement Offer, the price at which New Shares may trade on the ASX or could reasonably be expected to give rise to a contravention by, or liability for, the Underwriter under applicable law.</p> <p>If the underwriting agreement is terminated for any reason, then amaysim may not receive the full amount of the proceeds expected under the Entitlement Offer, its financial position may change and it may need to take other steps to raise capital.</p> <p>The Underwriter is entitled to terminate the underwriting agreement in the following circumstances:</p> <ul style="list-style-type: none"> • Langfrist's firm commitment is terminated or purported to be terminated, is amended (without the agreement of the Underwriter), or is or becomes void or voidable or Langfrist does not perform its obligations under its firm commitment (or states that it will not do so); • amaysim breaches its obligations under the underwriting agreement; • amaysim is delisted or suspended from quotation (other than a voluntary trading halt is at the request of amaysim and consented to by the Underwriter for the purposes of facilitating the Entitlement Offer) or the ASX makes an official statement to any person, or an indication to amaysim or the Underwriter (whether or not by way of an official statement) that quotation of all New Shares will not be granted by the ASX or approval is refused or approval is granted which is conditional (unless such conditions, in the reasonable opinion of the Underwriter, have a material adverse effect on the success of the Entitlement Offer), to the official quotation of the New Shares on the ASX on or before on the dates referred to in the Entitlement Offer timetable;

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Key Risks (5/8)

Equity raising underwriting (cont)	<ul style="list-style-type: none"> • the S&P/ASX 200 index closing more than 15% below its level at the close of trading on the Business Day before entry into the underwriting agreement; • amaysim is unable or unlikely to issue New Shares to either institutional or retail investors in accordance with the Entitlement Offer timetable; • amaysim alters its capital structure (other than pursuant to the terms of the debt facility amendment deed), constitution or disposes, attempts or agrees to dispose of a substantial part of its business or property without the consent of the Underwriter, other than by issuing New Shares pursuant to the terms of the Entitlement Offer (or as otherwise permitted under the underwriting agreement); • any event specified in the Entitlement Offer timetable is delayed by amaysim for more than 2 business days without the prior written consent of the Underwriter; • amaysim withdraws or indicates it does not intend to or is unable to proceed with the Entitlement Offer; • amaysim fails to provide the Underwriter with a certificate certifying its compliance with the terms of the underwriting agreement (or provides false, misleading, untrue or incorrect information in a material respect, including by omission, in any such certificate); • amaysim (or any of its related bodies corporate) experiences an insolvency event (for example, failing to pay its debts when they fall due or having an administrator appointed over its assets) including under the laws of a jurisdiction other than Australia; • there is a material adverse change, or an event occurs which is likely to give rise to a material adverse change, with respect to amaysim's financial position or performance or the conditions, operations or prospects of the amaysim group from the position fairly disclosed by amaysim to the ASX before the date of the underwriting agreement or on the date of the Entitlement Offer; • the satisfaction of any obligations under the underwriting agreement, or the marketing, promotion, underwriting or settlement of the Offer is made illegal by an event or occurrence including any legislative or regulatory change; • the Entitlement Offer materials or the results announcement contains misleading or deceptive statements or such statements become misleading or deceptive (including by omission having regard to section 708AA of the Corporations Act) or otherwise do not meet applicable requirements or there are no (or there ceases to be) reasonable grounds for the making of any statement in the Entitlement Offer materials relating to future matters; • a change in senior management or the board of amaysim occurs or is announced; • any director or officer of amaysim is engaged in or is otherwise charged with fraudulent conduct, or where a director is charged with an indictable offence relating to financial or corporate matters or is otherwise disqualified from managing a corporation; • ASIC withdraws, revokes or modifies ASIC's approval of Macquarie Securities (Australia) Limited (ABN 58 002 832 126) to act as the sale nominee in connection with the Entitlement Offer; • subject to the terms of the underwriting agreement regarding applications to the Takeovers Panel, ASIC applies for an order under sections 1324B (Order to disclose information following a contravention of the Corporations Act) or section 1325 (other orders following a contravention of the Corporations Act); • subject to the terms of the underwriting agreement regarding applications to the Takeovers Panel, ASIC or any other government agency issues or threatens to issue proceedings in relation to the Entitlement Offer or commences any formal inquiry or other investigation into the Entitlement Offer or any Entitlement Offer materials or amaysim's results announcement;
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Key Risks (6/8)

Equity raising underwriting (cont)	<ul style="list-style-type: none"> • subject to the terms of the underwriting agreement regarding applications to the Takeovers Panel, ASIC or any other government agency commences or gives notice of an intention to commence a prosecution of, or any other action against, amaysim or any director or employee of amaysim (which, in the Underwriter's reasonable opinion, is likely to have a material adverse effect on the success of the Entitlement Offer); • subject to the terms of the underwriting agreement regarding applications to the Takeovers Panel, ASIC or any other government agency commences or gives notice of an intention to commence a hearing or investigation into the Entitlement Offer, the Entitlement Offer materials, amaysim or a director of amaysim (in their capacity as a director of amaysim); • in certain circumstances, following an application being made to the Takeovers Panel in connection with the Entitlement Offer (and in certain circumstances only after a specified period of time of up to 10 Business Days has elapsed to allow the Takeovers Panel time to consider the application); • any representations or warranties made by amaysim are or become, incorrect, untrue or misleading or any information provided to the Underwriter for the purpose of its due diligence or the Entitlement Offer materials or the Entitlement Offer is or becomes false or misleading, or is likely to become false, misleading or deceptive (including by omission); • amaysim is required to give a corrective statement to the ASX in relation to the Entitlement Offer, or: • a new event or circumstance occurs or becomes known that would, in the reasonable opinion of the Underwriter, be materially adverse to an investor and; • would have required amaysim to give a corrective statement to the ASX in relation to the Entitlement Offer had the Entitlement Offer cleansing notice been lodged on the announcement date of the Entitlement Offer on the basis of information known at that time; or • if now required, amaysim then fails to give a corrective statement in accordance with section 708AA of the Corporations Act; • there is an announcement or an introduction of any new laws or policies (or any proposal relating to such laws or policies) by the Australian Parliament, the Commonwealth or State governments, the Reserve Bank of Australia, ASIC or any other government authority which does or is likely to prohibit or regulate the Entitlement Offer (including any underwriting or sub-underwriting of the Entitlement Offer), capital markets or stock markets; • a scheme of arrangement or reconstruction is announced by amaysim, or a takeover bid is announced by a third party, which if implemented may result in a person (and their associates) acquiring more than 50% of the shares in amaysim; • amaysim or its related bodies corporate charges or agrees to charge the whole or a substantive portion of their property other than as disclosed in the Offer Materials, agreed with the Underwriter or relating to any fees or commissions to which amaysim is or will be entitled; • amaysim or the Entitlement Offer contravene the Corporations Act, the ASX Listing Rules, amaysim's constitution or any other applicable laws, or are otherwise restricted from issuing the New Shares by a court, government agency, applicable laws or the ASX Listing Rules; • any of amaysim's debt facilities are withdrawn, reviewed, breached, challenged or there is otherwise an event of default under any debt facility; • the NSA between amaysim and Optus is amended or varied (except where pricing terms are amended or varied without use of the dispute resolution provisions of the NSA agreement) or breached (where such amendment, variation or breach has or likely to have a material adverse effect on the Entitlement Offer, the value of amaysim shares or the willingness of investors to subscribe for New Shares or otherwise would result in the Underwriter or its affiliates contravening, or incurring liability under, the Corporations Act), or is terminated, rescinded, ceases to have effect or becomes void, voidable or unenforceable (other than by reason only of a party waiving any of its rights) or of limited force and effect, or its performance is or becomes illegal; and
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Key Risks (7/8)

Equity raising underwriting (cont)	<ul style="list-style-type: none"> • if there is significant market disruption caused by suspension in the trading of all securities quoted on ASX, LSE, or NYSE is suspended or limited in a material respect for more than one day, a moratorium on commercial banking activities in Australia, Hong Kong, Japan, the United States of America or the United Kingdom is declared by the relevant central banking authority, adverse changes or disruptions to existing financial markets, political or economic conditions of Australia, Hong Kong, Japan, the United States of America, the United Kingdom, hostilities commence or escalate in Australia, New Zealand, the United States of America, United Kingdom, any member state of the European Union or the People's Republic of China or where a major terrorist attack is perpetrated in such jurisdictions.
Investment in equity capital	<p>There are general risks associated with investments in equity capital. The trading price of amaysim's ordinary shares on ASX may fluctuate with movements in equity capital markets in Australia and internationally. This may result in the market price for the New Shares being less or more than the Offer Price. Generally applicable factors which may affect the market price of amaysim's ordinary shares include:</p> <ul style="list-style-type: none"> • general movements in Australian and international stock markets; • investor sentiment; • Australian and international economic conditions and outlook; • changes in interest rates and the rate of inflation; • changes in government regulation and policies; • announcement of new technologies; • geo-political instability, including international hostilities and acts of terrorism; • operating results of the Group that may vary from expectations of securities analysts and investors; • changes in market valuations of other telecommunications companies; and • future issues of amaysim equity securities. <p>In particular, the share prices for many companies have in recent times been subject to wide fluctuations, which in many cases may reflect a diverse range of non-company specific influences referred to above, such as the general state of the economy, investor uncertainty and global hostilities and tensions. Such fluctuations may materially adversely impact the market price of amaysim's ordinary shares.</p>
Dilution	<p>If you do not take up all of your entitlements to acquire New Shares under the Entitlement Offer, your percentage shareholding in amaysim will be diluted. As a pro-rata offering to all shareholders, if you participate for your full entitlement, your percentage shareholding in amaysim will not be diluted.</p>

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Key Risks (8/8)

Liquidity / overhang risk	Following the Entitlement Offer it is possible that the Sub-Underwriter, Langfrist, could hold a greater percentage of shares on issue of amaysim than they currently hold (16.14%), and potentially up to 40.10%, which could lead to reduced liquidity in the market for Shares. This could affect the prevailing market price at which Shareholders are able to sell their Shares. Alternatively, the increase in shareholding could create a perception that there could be a large sale of Shares in the future which could have an adverse impact on the market price of the Shares.
Effect of Entitlement Offer on Control of amaysim	<p>Following the Entitlement Offer it is possible that the maximum holding of the Sub-Underwriter, Langfrist, may rise from 16.14% to as high as 40.10% as a result of the sub-underwriting support for the Retail Entitlement Offer. Langfrist may increase its holding to this extent by relying on the exception contained in item 10 of Section 611 and Section 615 of the Corporations Act.</p> <p>The effect of the Entitlement Offer on control of amaysim will depend on a number of factors including:</p> <ul style="list-style-type: none"> • level of shareholder participation (including both the taking up of entitlements and applications for shortfall shares); • which shareholders participate; • the extent to which the underwriting is called upon; and • The level of dispersion of shortfall shares to any other sub-underwriters <p>As the offer is pro-rata, if all shareholders were to take up their full entitlement, there would be no effect on the control of amaysim. As disclosed above, it is a termination event under the Underwriting Agreement in certain circumstances where an application is made to the Takeovers Panel and this may in some circumstances result in a delay in the timetable for the Offer to allow the Takeovers Panel time to consider an application.</p>
Inability to access capital markets or refinance debt on attractive terms	amaysim may require funding or working capital in the future in order to fund its operations. There is no assurance that any such capital or funding will be available on favourable terms or at all and that amaysim will be able to comply with the terms of such facilities. If adequate funds are not available, amaysim may not be able to achieve its performance targets or respond to competitive pressures.
Taxation implications	Further changes in tax laws, including changes in interpretation or application of those laws by a court or tax authority may affect the tax treatment of an investment in amaysim shares, or the holdings and disposal of shares. Tax consideration may differ between amaysim shareholders. Therefore, Prospective investors are encouraged to seek professional tax advice in connection with any investment in amaysim shares.
Accounting standards	Australian accounting standards are set by the Australian Accounting Standards Board (AASB) and are outside amaysim's control. Changes to accounting standards issued by AASB could materially affect the financial performance and position reported in amaysim's financial statements
Distributions	Any future dividend levels will be determined by the amaysim board, having regard to its operating results and financial position (including profitability, cash flow and capital requirements) at the relevant time. There is no guarantee that any dividend will be paid by amaysim or, if paid, that they will be paid at a previous levels.
General economic risks	The operating and financial performance of amaysim is influenced by a variety of general economic and business conditions, including inflation, interest rates and exchange rates, supply and demand, industrial disruption access to debt and capital markets and government fiscal, monetary and regulatory policies. Changes in general economic conditions could adversely impact the operating and financial performance of amaysim.

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International offer restrictions

amaysim

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International Offer Restrictions

Important information

This document does not constitute an offer of new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia and New Zealand except to the extent permitted below.

Canada (British Columbia, Ontario and Quebec provinces)

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces") and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such New Shares. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are "accredited investors" within the meaning of NI 45-106 – Prospectus Exemptions, of the Canadian Securities Administrators.

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document; the merits of the New Shares or the offering of New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the New Shares outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board.

Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages and rescission

Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defenses contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the New Shares purchased pursuant to this document (other than (a) a "Canadian financial institution" or a "Schedule III bank" (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against the Company if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the Company. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the Securities Act (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the New Shares during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against the Company, provided that:

- the Company will not be liable if it proves that the purchaser purchased the New Shares with knowledge of the misrepresentation;
- in an action for damages, the Company is not liable for all or any portion of the damages that the Company proves does not represent the depreciation in value of the New Shares as a result of the misrepresentation relied upon; and
- in no case shall the amount recoverable exceed the price at which the New Shares were offered.

Section 138 of the Securities Act (Ontario) provides that no action shall be commenced to enforce these rights more than:

- in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or
- in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action.

These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding, or disposition of the New Shares as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces.

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International Offer Restrictions

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.

China

The information in this document does not constitute a public offer of the New Shares, whether by way of sale or subscription, in the People's Republic of China (excluding, for purposes of this paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan). The New Shares may not be offered or sold directly or indirectly in the PRC to legal or natural persons other than directly to "qualified domestic institutional investors", sovereign wealth funds and quasi-government investment funds.

European Economic Area - Denmark, Germany, Liechtenstein and Luxembourg

This document has been prepared on the basis that all offers of New Shares will be made pursuant to an exemption under the Directive 2003/81/EC ("Prospectus Directive"), as amended and implemented in Member States of the European Economic Area (each, a "Relevant Member State"), from the requirement to publish a prospectus for offers of securities.

An offer to the public of New Shares has not been made, and may not be made, in a Relevant Member State except pursuant to one of the following exemptions under the Prospectus Directive as implemented in the Relevant Member State:

- to any legal entity that is authorized or regulated to operate in the financial markets or whose main business is to invest in financial instruments unless such entity has requested to be treated as a non-professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2014/65/EC, "MiFID II") and the MiFID II Delegated Regulation (EU) 2017/565;
- to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual consolidated or consolidated financial statements) unless such entity has requested to be treated as a non-professional client in accordance with MiFID II and the MiFID II Delegated Regulation (EU) 2017/565;
- to any person or entity who has requested to be treated as a professional client in accordance with MiFID II;
- to any person or entity who is recognised as an eligible counterparty in accordance with Article 30 of the MiFID II unless such entity has requested to be treated as a non-professional client in accordance with the MiFID II Delegated Regulation (EU) 2017/565;
- to fewer than 150 natural or legal persons (other than qualified investors within the meaning of Article 2(1)(e) of the Prospectus Directive) subject to obtaining the prior consent of the Company; or
- in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of entitlements or New Shares shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive.

France

This document is not being distributed in the context of a public offering of financial securities (offre au public de titres financiers) in France within the meaning of Article L.411-1 of the French Monetary and Financial Code (Code monétaire et financier) and Articles 211-1 et seq. of the General Regulation of the French Autorité des marchés financiers ("AMF"). The New Shares have not been offered or sold and will not be offered or sold, directly or indirectly, to the public in France.

This document and any other offering material relating to the New Shares have not been, and will not be, submitted to the AMF for approval in France and, accordingly, may not be distributed or caused to be distributed, directly or indirectly, to the public in France.

Such offers, sales and distributions have been and shall only be made in France to (i) qualified investors (investisseurs qualifiés) acting for their own account, as defined in and in accordance with Articles L.411-2-II-2, D.411-1, L.533-16, L.533-20, D.533-11, D.533-13, D.744-1, D.754-1 and D.764-1 of the French Monetary and Financial Code and any implementing regulation; (ii) a restricted number of non-qualified investors (cercle restreint d'investisseurs) acting for their own account, as defined in and in accordance with Articles L.411-2-II-2, D.411-4, D.744-1, D.754-1 and D.764-1 of the French Monetary and Financial Code and any implementing regulation and/or (iii) persons providing the investment service of portfolio management on behalf of third parties (personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers), as defined in and in accordance with Articles L.411-2-II-1 and D.321-1 of the French Monetary and Financial Code and any implementing regulation.

Pursuant to Article 211-3 of the General Regulation of the AMF, investors in France are informed that the New Shares cannot be distributed (directly or indirectly) to the public by the investors otherwise than in accordance with Articles L.411-1, L.411-2, L.412-1 and L.621-8 to L.621-8-3 of the French Monetary and Financial Code.

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Section 5: Announcements

International Offer Restrictions

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Malta

Neither this document nor any other document relating to the offer has been delivered for approval to the Malta Financial Services Authority ("MFSA") in Malta and no prospectus (as defined in the Companies Act, Chapter 386 of the laws of Malta ("Act")) has been published or is intended to be published in respect of the New Shares. This document is issued on a confidential basis to "qualified investors" (within the meaning of article 2(3) of the Act) in Malta, and the New Shares may not be offered or sold in Malta by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to Article 89 of the Act. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in Malta.

Any offer received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in Malta in circumstances in which Article 89 of the Act does not apply to the Company.

In Malta, this document is being distributed only to, and is directed at, persons who are qualifying investors as defined in Article 2(3) of the Act. The investments to which this document relates are available only to, and offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The New Shares may not be offered or sold, directly or indirectly, in Norway except:

- to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation);
- to fewer than 150 natural or legal persons (other than "professional clients"); or
- in any other circumstances provided that no such offer of securities shall result in a requirement for the registration, or the publication by the Company, of a prospectus pursuant to the Norwegian Securities Trading Act of 29 June 2007.

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International Offer Restrictions

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) an "accredited investor" (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Switzerland

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange or any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering material relating to the New Shares (i) constitutes a prospectus or a similar notice as such terms are understood under art. 652a, art. 752 or art. 1156 of the Swiss Code of Obligations or a listing prospectus within the meaning of art. 27 et seq. of the SIX Listing Rules or (ii) has been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA).

Neither this document nor any other offering material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to regulated financial intermediaries such as banks, securities dealers, insurance institutions and fund management companies as well as institutional investors with professional treasury operations. This document is personal to the recipient and not for general circulation in Switzerland.

United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares. This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of the FSMA) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act"). The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

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Appendix

amaysim

Entitlement Offer – further information

Entitlement Offer structure and size	<ul style="list-style-type: none"> Underwritten 1 for 2.5 Accelerated Non-Renounceable Entitlement Offer ("Entitlement Offer", "Offer") to raise approximately \$50.6 million Approximately 84.3 million new full paid ordinary shares in amaysim to be issued under the Offer, representing 40% of current issued share capital
Major shareholder and director participation	<ul style="list-style-type: none"> amaysim's largest shareholder, Langfrist (currently a holder of 16.14% of amaysim shares) is supportive of the Company's strategy, and has committed to take-up 100% of its entitlement and provide sub-underwriting support to the Entitlement Offer Independent, Non-Executive Director Thorsten Kraemer has committed to take-up 100% of his entitlement and provide sub-underwriting support for up to a further one million shares to the Retail Entitlement Offer
Offer Price	<ul style="list-style-type: none"> Offer Price of \$0.60 per share, represents a: <ul style="list-style-type: none"> 29.1% discount to TERP 36.5% discount to the last traded price of \$0.945 on Thursday, 21 February 2019¹ 37.1% discount to the 5 day VWAP of \$0.955
Institutional Entitlement Offer	<ul style="list-style-type: none"> The institutional component of the Entitlement Offer ("Institutional Entitlement Offer") will be conducted over Tuesday, 26 February 2019 and Wednesday, 27 February 2019
Retail Entitlement Offer	<ul style="list-style-type: none"> The retail component of the Entitlement Offer ("Retail Entitlement Offer") will open to eligible retail shareholders of amaysim on Tuesday, 5 March 2019 and closes on Monday, 25 March 2019
Ranking	<ul style="list-style-type: none"> New Shares will rank equally with existing ordinary shares in amaysim from their time of issue
Record date	<ul style="list-style-type: none"> Entitlement Offer is open to existing eligible amaysim shareholders on the register as at 7.00pm (Sydney, Australia time) on the Record Date of Thursday, 28 February 2019
Underwriter	<ul style="list-style-type: none"> The Entitlement Offer is underwritten by Macquarie Capital (Australia) Limited

1. Being the last trading day prior to the announcement of the Entitlement Offer

Section 5: Announcements

Shortfall dispersion and major shareholder participation

Shortfall dispersion – Institutional Entitlement Offer	<ul style="list-style-type: none">Langfrist has committed to take up its full entitlement (16.14%) to New Shares under the Institutional Entitlement OfferInstitutional shortfall to be offered via an institutional bookbuild to existing eligible institutional shareholders (including Langfrist to the extent its ownership and voting power remains below 20%), subject to pro-rata scale back if oversubscribedResidual shortfall (if any) to be taken up by Langfrist under a sub-underwriting agreement¹																					
Shortfall dispersion – Retail Entitlement Offer	<ul style="list-style-type: none">Eligible retail shareholders that accept their full entitlement can apply for additional New Shares under an oversubscription facility, subject to pro-rata scale back if oversubscribedExisting eligible institutional shareholders who participate in the institutional bookbuild (excluding Langfrist) will be offered opportunity to sub-underwrite any residual shortfall on a pro rata basis, following retail take-up under the oversubscription facility²Any subsequent shortfall following take up by other institutional sub-underwriters will be allocated to Langfrist¹Independent, Non-Executive Director Thorsten Kraemer has also committed to take-up 100% of his entitlement and provide sub-underwriting support in relation to the Retail Entitlement Offer³																					
Major shareholder participation and control under various scenarios	<ul style="list-style-type: none">Langfrist's present relevant voting power and potential changes under several scenarios are set out in the table below:<table><tr><th>Event</th><th>Langfrist shareholding</th><th>Langfrist voting power</th></tr><tr><td>Date of this presentation</td><td>34.0m</td><td>16.14%</td></tr><tr><td>New Shares are fully subscribed</td><td>47.6m</td><td>16.14%</td></tr><tr><td>75% of New Shares taken up by amaysim shareholders (excluding Langfrist)</td><td>65.3m</td><td>22.13%</td></tr><tr><td>50% of New Shares taken up by amaysim shareholders (excluding Langfrist)</td><td>83.0m</td><td>28.12%</td></tr><tr><td>25% of New Shares taken up by amaysim shareholders (excluding Langfrist)</td><td>100.7m</td><td>34.11%</td></tr><tr><td>Full sub-underwriting commitment taken up by Langfrist (max voting power)</td><td>118.3m</td><td>40.10%</td></tr></table>The arrangements set out above are designed to mitigate the potential effect of the Entitlement Offer on control of amaysimLangfrist is a German fund manager that makes portfolio investments to earn a return for its investors. Langfrist has been a shareholder in amaysim for over two years. Langfrist has informed the Company that it is supportive of the current board, management and strategy and has no current intentions to seek to change the board composition, management or strategy of the Company	Event	Langfrist shareholding	Langfrist voting power	Date of this presentation	34.0m	16.14%	New Shares are fully subscribed	47.6m	16.14%	75% of New Shares taken up by amaysim shareholders (excluding Langfrist)	65.3m	22.13%	50% of New Shares taken up by amaysim shareholders (excluding Langfrist)	83.0m	28.12%	25% of New Shares taken up by amaysim shareholders (excluding Langfrist)	100.7m	34.11%	Full sub-underwriting commitment taken up by Langfrist (max voting power)	118.3m	40.10%
Event	Langfrist shareholding	Langfrist voting power																				
Date of this presentation	34.0m	16.14%																				
New Shares are fully subscribed	47.6m	16.14%																				
75% of New Shares taken up by amaysim shareholders (excluding Langfrist)	65.3m	22.13%																				
50% of New Shares taken up by amaysim shareholders (excluding Langfrist)	83.0m	28.12%																				
25% of New Shares taken up by amaysim shareholders (excluding Langfrist)	100.7m	34.11%																				
Full sub-underwriting commitment taken up by Langfrist (max voting power)	118.3m	40.10%																				

1. Langfrist will not receive a fee in connection with its sub-underwriting commitment
2. Retail sub-underwriters (ex Langfrist) will be paid a sub-underwriting fee of 0.75% of their sub-underwriting commitment and an additional fee of 0.50% of the retail shortfall shares ultimately allocated to them
3. Mr. Kraemer has committed to take up an additional one million shares in the Retail Entitlement Offer. His sub-underwriting commitment will be on the same terms as any other sub-underwriters of the Retail Entitlement Offer (including as to allocations for shortfall), except he will not receive a fee

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Pro Forma Balance sheet

\$ million	31 Dec 18	Entitlement Offer	Repayment of debt	Other Costs	Pro Forma
Cash and cash equivalents	25.9	50.6	(30.0)	(3.0)	43.5
Trade receivables	38.8				38.8
Derivative financial instruments	6.1				6.1
Other current assets	4.3				4.3
Total current assets	75.0	50.6	(30.0)	(3.0)	92.6
Property, plant and equipment	2.9				2.9
Intangible assets	185.1				185.1
Derivative financial instruments	0.8				0.8
Other non current assets	0.6				0.6
Total non-current assets	189.4	-	-	-	189.4
Total assets	264.4	50.6	(30.0)	(3.0)	282.0
Trade and other payables	92.5				92.5
Customer deposits	2.3				2.3
Deferred revenue	7.6				7.6
Borrowings	8.6		(10.0)	1.4	-
Derivative Financial Instruments	0.1				0.1
Provisions	8.3				8.3
Current tax liabilities	2.3			(0.5)	1.8
Total current liabilities	121.6	-	(10.0)	0.9	112.5
Derivative Financial Instruments	-				-
Borrowings	76.7		(20.0)	(0.2)	56.5
Provisions	1.5				1.5
Deferred tax liabilities	2.1			(0.7)	(1.3)
Total non-current liabilities	80.3	-	(20.0)	(0.9)	59.4
Total liabilities	201.9	-	(30.0)	-	171.9
Net assets	62.5	50.6	-	(2.9)	110.2
Contributed equity	118.3	50.6		(1.7)	167.2
Equity compensation reserve	(7.9)				(7.9)
Cash flow hedge reserve	4.8				4.8
Foreign currency translation reserve	(0.2)				(0.2)
Retained Profits	11.4			(1.2)	10.2
Accumulated losses (prior years)	(64.0)				(64.0)
Total equity	62.5	50.6	-	(2.9)	110.2

Due to rounding, numbers presented in the table above may not add up precisely to the totals provided.

- Entitlement Offer:** reflects \$50.6m of proceeds expected to be raised
- Repayment of debt:** amaysim has agreed to repay debt of \$30 million as part of the new facilities agreed with its banks
- Other costs:**
 - ~\$3m cash transaction costs in relation to the Entitlement Offer and the restructure of debt facilities of which \$0.6m capitalised against borrowings and \$1.7m capitalised against equity (after recognising deferred tax of \$0.7m on the equity portion)
 - Amortisation of deferred borrowing costs of \$1.8m related to the old facility, net of current tax benefits of \$0.5m recognised

Section 5: Announcements

Glossary

Term	Meaning
CCO	Chief Commercial Officer
CSO	Chief Strategy Officer
CPA	Cost per Acquisition. Refers to acquisition cost per subscriber, calculated as total marketing costs divided by gross subscriber additions over the relevant period
Langfrist	Investmentaktiengesellschaft für langfristige Investoren TGV
MNO	Mobile Network Operator
MVNO	Mobile Virtual Network Operator. An MVNO uses a MNO's mobile network through a contractual arrangement to provide mobile service to its subscribers.
NSA	amaysim's wholesale network supply agreement with Optus
TERP	Theoretical price at which Shares should trade immediately after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Shares traded on ASX immediately after the ex-date for the Entitlement Offer depended on many factors and may not have been equal to TERP. TERP is calculated by reference to the closing price of amaysim Shares as traded on ASX of \$0.945 on Thursday, 21 February 2019, being the last trading day prior to the announcement of the Entitlement Offer
VWAP	Volume weighted average prices in this presentation were calculated as the total 5 day volume divided by the 5 day total value of amaysim shares sold on ASX up to and including Thursday, 21 February 2019, excluding any transactions defined as 'special' crossings prior to the commencement of normal trading, crossings during the after-hours adjust phase and any overseas trades or exchange traded option exercises

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The logo for amaysim, featuring the word "amaysim" in a white, lowercase, sans-serif font, centered against a dark purple background with a repeating diagonal line pattern.



Not for release to US wire services or distribution in the United States

ASX ANNOUNCEMENT

28 February 2019

Successful Completion of Institutional Entitlement Offer

amaysim Australia Limited (ASX: AYS) ("**amaysim**" or "**Company**") is pleased to announce the successful completion of the institutional component ("**Institutional Entitlement Offer**") of its 1 for 2.5 accelerated non-renounceable entitlement offer ("**Entitlement Offer**") announced on Tuesday, 26 February 2019.

The Institutional Entitlement Offer raised a total of approximately \$35.1 million through the issue of approximately 58.5 million new shares at \$0.60 per share ("**Offer Price**"), due to the very strong support shown by existing eligible institutional shareholders, who took up approximately 97% of their entitlements.

The institutional bookbuild for entitlements either not taken up by eligible institutional shareholders, or attributable to ineligible institutional and ineligible retail shareholders, was also strongly supported with bids significantly exceeding the available bookbuild securities.

amaysim Chief Executive Officer and Managing Director, Peter O'Connell, said: *"This is a terrific result for the Company, and is a very strong display of support from our institutional shareholders. We now welcome our retail shareholders to participate in what we view as a fantastic opportunity."*

New shares issued under the Institutional Entitlement Offer will rank equally with existing shares and are expected to be allotted on 7 March 2019. Trading will commence on a normal settlement basis on the Australian Securities Exchange ("**ASX**") on the same day.

amaysim expects its trading halt to be lifted and amaysim shares to recommence trading from market open today.

COMMENCEMENT OF THE RETAIL ENTITLEMENT OFFER

The retail component of the Entitlement Offer is fully underwritten and seeks to raise a further \$15.5 million through a 1 for 2.5 non-renounceable entitlement offer ("**Retail Entitlement Offer**") of approximately 25.8 million shares.

Eligible retail shareholders on the record date of 7.00pm Thursday, 28 February 2019 (Sydney time), have the opportunity to apply for shares at the Offer Price.

The Retail Entitlement Offer will open on Tuesday, 5 March 2019 and close at 5.00pm (Sydney time) on Monday, 25 March 2019.

The terms and conditions under which eligible retail shareholders may apply will be outlined in the retail entitlement offer booklet ("**Retail Information Booklet**"), which is expected to be lodged with the ASX and despatched to eligible retail shareholders on Tuesday, 5 March 2019.

Copies of the Retail Information Booklet will be available on the ASX website and the Offer website at www.amaysimentitlementoffer.com.au from Tuesday, 5 March 2019. In deciding whether or not to

Section 5: Announcements

participate in the Retail Entitlement Offer, eligible retail shareholders should read the Retail Information Booklet carefully.

The Retail Information Booklet and the accompanying personalised entitlement and acceptance form will contain instructions on how to apply for the Retail Entitlement Offer by the closing date of Monday, 25 March 2019.

Retail shareholders that satisfy the following requirements will be eligible to participate in the Retail Entitlement Offer:

- you have a registered address in Australia, New Zealand, Denmark, Liechtenstein, Luxembourg, France, Hong Kong, Malta, Norway, Singapore and United Kingdom;
- you are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent the shareholder holds amaysim shares and are acting for the account or benefit of a person in the United States);
- you did not receive an offer to participate (other than as nominee, trustee or custodian) or were otherwise ineligible to participate under the Institutional Entitlement Offer; and
- you are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without a prospectus, disclosure document or any lodgement, filing, registration or qualifications.

ENTITLEMENT OFFER TIMETABLE

Key dates for the Entitlement Offer are set out below. All dates and times are references to Sydney, Australia.

Event	Date
Trading halt and announcement of Entitlement Offer	Tuesday, 26 February 2019
Institutional Entitlement Offer and institutional bookbuild opens	Tuesday, 26 February 2019
Institutional Entitlement Offer and institutional bookbuild closes	Wednesday 27 February 2019
Trading halt lifted and announcement of results of institutional entitlement offer	Thursday, 28 February 2019
Record date under the Entitlement Offer (7:00pm)	Thursday, 28 February 2019
Retail Information Booklet despatched and Retail Entitlement Offer opens	Tuesday, 5 March 2019
Institutional settlement date	Wednesday, 6 March 2019
Institutional allotment and trading date	Thursday, 7 March 2019
Retail Entitlement Offer closes (5:00pm)	Monday, 25 March 2019
Retail allotment date	Monday, 1 April 2019
Retail trading date	Tuesday, 2 April 2019

The above timetable is indicative and subject to variation. amaysim reserves the right to alter the timetable at its absolute discretion and without notice, subject to ASX Listing Rules and Corporations Act 2001 (Cth) and other applicable law. All dates and times refer to Australian Eastern Daylight Time (AEDT).

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FURTHER INFORMATION

Further details of the Entitlement Offer are set out in the Investor Presentation provided to the ASX on Tuesday, 26 February 2019. The Investor Presentation contains important information including key risks and foreign selling restrictions with respect to the Entitlement Offer.

If you have any questions in relation to the Entitlement Offer, please contact the amaysim Entitlement Offer Information Line on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside of Australia) between 8:30am and 5:00pm (Sydney time) Monday to Friday. For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

ENDS

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IMPORTANT NOTICES

Not for release or distribution in the United States

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be registered under the U.S. Securities Act of 1933, as amended (“**US Securities Act**”) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Financial information and forward-looking statements

This announcement contains certain forward-looking statements, including amaysim’s expectations about the performance of the business or the success of the Offer. The words “forecast”, “estimate”, “likely”, “anticipate”, “believe”, “expect”, “project”, “opinion”, “guidance”, “intend”, “should”, “could”, “may”, “target”, “plan”, “project”, “consider”, “aim”, “will” and similar expressions are intended to identify such forward looking statements. You are cautioned not to place undue reliance on forward-looking statements. While due care and attention has been used in the preparation of any forward-looking statements, any such statements in this announcement are subject to change without notice, as are statements about market and industry trends, projects, guidance and estimates.

Any forward-looking statements contained in this announcement are provided as a general guide only, and are not guarantees or predictions of future performance and involve known and unknown risks, contingencies and uncertainties and other factors, many of which may or not be correct and therefore you are cautioned not to place undue reliance on such information. Forward-looking statements included in this announcement are based on the company’s current views and assumptions as well as information known to date (subject to various risks and uncertainties). Actual results, performance or achievements could be materially different from those expressed in, or implied by, these forward-looking statements and the assumptions on which such statements are based. To the maximum extent permitted by law, amaysim and its Directors, officers, employees, advisers, agents and intermediaries disclaim any obligations or undertakings to release any updates or revisions to the information to reflect any changes in expectations or assumptions, and disclaim all responsibility and liability from any loss arising from use or reliance on this announcement or its content (including, without limitation, for fault or negligence).

Nothing contained in this document shall form the basis of any contract or commitment, or constitute investment, legal, tax or other advice. You should make your own assessment and take independent professional advice in relation to the information and any action taken on the basis of the information.

ABOUT AMAYSIM

amaysim exists to remove the unnecessary hassle from everyday life by simplifying mobile and energy services. Offering customers DIY account management backed by award-winning, online-first customer support, all amaysim products feature no lock-in contracts, and are built to deliver great customer experience, convenience and outstanding value. For more about amaysim visit www.amaysim.com.au.

Section 6: Taxation

Introduction

Set out below is a summary of the Australian income tax, goods and services tax (“**GST**”) and stamp duty implications of the Retail Entitlement Offer for Eligible Retail Shareholders who are residents of Australia for income tax purposes and who hold their amaysim Shares (and will hold their New Shares) on capital account.

The summary below does not apply to Eligible Retail Shareholders who:

- are not residents of Australia for Australian tax purposes;
- hold their amaysim Shares (or will hold their New Shares) as revenue assets (such as assets used in carrying on a business of share trading, banking or insurance), or as trading stock or those who have acquired amaysim Shares for the purpose of on-sale at a profit;
- acquired the amaysim Shares in respect of which their Retail Entitlements are issued under any employee share scheme or where New Shares are acquired pursuant to any employee share scheme;
- may be subject to special tax rules, such as insurance companies, partnerships, tax exempt organisations, trusts (except where expressly stated), superannuation funds (except where expressly stated); or
- are subject to the “TOFA provisions” in Division 230 of the *Income Tax Assessment Act 1997* (Cth) in relation to their amaysim Shares.

This taxation summary is based on the Australian tax law as it applies as at 9.00am on the date of this Retail Information Booklet. Other than as expressly discussed or specified, the comments do not take into account or anticipate changes in Australian tax law or future judicial interpretations of law after this time. This summary also does not take account of any individual circumstances of any particular Eligible Retail Shareholder and does not constitute tax advice. It does not purport to be a complete analysis of the potential tax consequences of the Retail Entitlement Offer and is intended as a general guide to the Australian tax implications. Eligible Retail Shareholders should seek specific advice applicable to their own particular circumstances from their own financial or tax advisors.

amaysim and its officers, employees, taxation or other advisers do not accept any liability or responsibility in respect of any statement concerning taxation consequences, or in respect of the taxation consequences.

6.1 Issue of Retail Entitlements

The issue of a Retail Entitlement should not, of itself, result in any amount being included in your assessable income.

6.2 Exercise of Retail Entitlements

You will acquire New Shares where you exercise all or part of your Retail Entitlements under the Retail Entitlement Offer.

You may acquire Additional New Shares where you exercise all of your Retail Entitlements and also apply for Additional New Shares in excess of your Retail Entitlement under the Retail Entitlement Offer.

Section 6: Taxation

You should not derive any assessable income, or make any capital gain or loss, at the time of exercising (i.e. taking up) your Retail Entitlement.

For Australian Capital Gains Tax (“**CGT**”) purposes, the New Shares will be acquired on the day that you exercise your Retail Entitlement.

If you exercise all or part of your Retail Entitlement, the cost base of New Shares for CGT purposes will be equal to the Offer Price payable by you for those New Shares plus certain non-deductible incidental costs you incur in acquiring them. You will need to apportion any non-deductible incidental costs incurred in relation to exercising your Retail Entitlement across each New Share and any Additional New Shares on a reasonable basis.

6.3 Lapse of Retail Entitlement

If you do not take up all or part of your Retail Entitlement in accordance with the instructions set out above, then that Retail Entitlement will lapse and you will not receive any consideration for your Retail Entitlement that is not taken up. There should be no tax implications for you from the lapse of your Retail Entitlement.

6.4 Dividends on New Shares

Any future dividends or other distributions made in respect of New Shares will be subject to the same income taxation treatment as dividends or other distributions made on amaysim Shares held in the same circumstances.

6.5 Disposal of New Shares

Each New Share will constitute a separate CGT asset. The disposal of a New Share will constitute a disposal for CGT purposes.

On disposal of a New Share, you will make a capital gain if the capital proceeds on disposal exceed the cost base of the New Share. You will make a capital loss if the capital proceeds are less than the reduced cost base of the New Share. The cost base of New Shares is described above in Section 6.2.

If you are an individual, trustee or complying superannuation entity that has held New Shares for 12 months or more at the time of disposal (not including the date of acquisition or disposal) you may be entitled to apply the applicable CGT discount factor to reduce the capital gain (after offsetting capital losses). The CGT discount factor is 50% for individuals and trustees and 33⅓% for complying superannuation entities. Trustees should seek specific tax advice regarding the tax consequences arising to beneficiaries because of the CGT discount.

You will be taken to have acquired New Shares on the day you exercise your Retail Entitlement. Accordingly, to be eligible for the CGT discount, you must have held New Shares for at least 12 months after the date that you exercised your Retail Entitlement.

If you make a capital loss, you can only use that loss to offset other capital gains; i.e. the capital loss cannot be used against taxable income on revenue account. However, if the capital loss cannot be used in a particular income year, you can carry it forward to use in future income years, providing certain loss utilisation tests are satisfied.

Section 6: Taxation

6.6 Provision of TFN and/or ABN

amaysim may be required to withhold tax from you on payments of dividends that are not fully franked, at the specified rate, and remit such amounts to the ATO, unless you have provided an Australian Business Number ("**ABN**"), Tax File Number ("**TFN**"), or you have informed us that you are exempt from quoting your TFN or ABN.

You are not required to provide your TFN or ABN to amaysim, however you may choose to do so. If you have previously quoted your ABN, TFN, or have notified us that an exemption from quoting your TFN/ABN exists, that quotation or exemption will also apply in respect of any New Shares acquired by you.

6.7 GST

The taking up of the New Shares will be classified as a "financial supply" for Australian GST purposes.

Accordingly, Australian GST should not be payable in respect of amounts paid for the acquisition of the New Shares. Subject to certain requirements, there may be a restriction on the entitlement of Eligible Retail Shareholders to claim an input tax credit for any GST incurred on costs associated with the acquisition of New Shares.

6.8 Stamp Duty

Stamp duty should not be payable by Eligible Retail Shareholders in respect of the taking up of New Shares on the assumption that all acquisition occur when all of the securities in amaysim are quoted on the market operated by the ASX and no Shareholder (together with interests of associated persons and interests acquired under associated transaction) holds an interest of 90% or more in amaysim.

Section 7: Additional information

This Retail Information Booklet (including the enclosed Announcements) and attached personalised Entitlement and Acceptance Form have been prepared by amaysim.

This Retail Information Booklet (other than the Announcements) is dated 5 March 2019. The Announcements are current as at 5 March 2019. This Retail Information Booklet remains subject to change without notice, and amaysim is not responsible for updating this Retail Information Booklet.

There may be additional announcements that have been made by amaysim after 5 March 2019 and throughout the Retail Entitlement Offer Period that may be relevant in your consideration of whether to take part in the Retail Entitlement Offer. Therefore, it is prudent that you check whether any further announcements have been made by amaysim before submitting an Application.

No party other than amaysim has authorised or caused the issue of this Retail Information Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Retail Information Booklet.

The Underwriter has not authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this Retail Information Booklet and there is no statement in this Retail Information Booklet which is based on any statement made by either of them or by any of their affiliates, officers or employees. For the avoidance of doubt, to the maximum extent permitted by law, the Underwriter and its affiliates, related bodies corporate, officers, employees, agents and advisors disclaim all liability, including (without limitation) liability arising from fault or negligence, for any loss howsoever and whenever arising from the use of any of the information contained in this Retail Information Booklet, and the Underwriter do not act as a fiduciary or agent of each other or any other person.

This information is important and requires your immediate attention.

You should read this Retail Information Booklet in full before deciding how to deal with your Retail Entitlement. In particular, you should consider the risk factors outlined in the “Key Risks” section of the enclosed Investor Presentation, which could affect the operating and financial performance of amaysim or the value of an investment in amaysim.

You should consider these risk factors in light of your personal circumstances, including financial and taxation issues, before making a decision in relation to your Retail Entitlement. It is recommended that you seek professional advice from a licensed advisor before deciding whether or not to participate in the Retail Entitlement Offer.

7.1 Trading of New Shares

amaysim has applied to the ASX for official quotation of the New Shares. If ASX does not grant quotation of the New Shares, amaysim will repay all Application Monies (without interest). Subject to approval being granted, it is expected that trading of New Shares on ASX will commence on 2 April 2019 on a normal settlement basis.

amaysim, the Underwriter and their advisors will have no responsibility and disclaim all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe have been issued to them before they receive their holding statements, whether on the basis of a confirmation of issue provided by amaysim or the Registry or otherwise or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

If you are in any doubt as to these matters, you should seek professional advice.

Section 7: Additional information

7.2 Eligible Retail Shareholders

This Retail Information Booklet contains an offer of New Shares to Eligible Retail Shareholders in Australia, New Zealand and Approved Foreign Jurisdictions

and has been prepared in accordance with section 708AA of the Corporations Act (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73).

amaysim may (in its absolute discretion) extend the Retail Entitlement Offer to any Institutional Shareholders in foreign jurisdictions which did not participate in the Institutional Entitlement Offer (excluding the United States and subject to compliance with applicable laws).

7.3 Ranking of New Shares

New Shares issued under the Retail Entitlement Offer will be fully paid and rank equally with amaysim Shares.

The rights attaching to the New Shares are set out in amaysim's Constitution and are regulated by the Corporations Act, ASX Listing Rules and general law.

7.4 Rounding of New Shares

Where fractions arise in the calculation of Retail Entitlements, they will be rounded up to the next whole number of New Shares.

7.5 Reconciliation and the rights of amaysim and the Underwriter

As with any entitlement offer, investors may believe that they own more amaysim Shares on the Record Date than they ultimately do, or are otherwise entitled to more New Shares than initially offered to them. These matters may result in a need for reconciliation to ensure all Eligible Retail Shareholders have the opportunity to receive their full Retail Entitlement.

If reconciliation is required, it is possible that amaysim may need to issue a small quantity of further additional New Shares ("**Top-Up Shares**") to ensure that all Eligible Retail Shareholders have the opportunity to receive their full Retail Entitlements. The price at which these Top-Up Shares will be issued will be the same as the Offer Price.

amaysim also reserves the right to reduce the number of New Shares issued to Eligible Retail Shareholders or persons claiming to be Eligible Retail Shareholders, if their Retail Entitlement claims prove to be overstated, if they or their nominees fail to provide information requested to substantiate their Retail Entitlement claims, or if they are not Eligible Retail Shareholders. In that case, amaysim may, at its discretion, require the relevant Shareholder to transfer excess New Shares to the Underwriter or its nominee at the Offer Price per New Share. If necessary, the relevant Shareholder may need to transfer amaysim Shares held by them or purchase additional amaysim Shares on-market to meet this obligation. The relevant Shareholder will bear any and all losses caused by subscribing for New Shares in excess of their Retail Entitlement, and any actions they are required to take in this regard.

By applying under the Entitlement Offer, those doing so irrevocably acknowledge and agree to do the above as required by amaysim in its absolute discretion. Those applying acknowledge that there is no time limit on the ability of amaysim or the Underwriter to require any of the actions set out above.

Section 7: Additional information

7.6 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application once it has been accepted.

7.7 No entitlements trading

Retail Entitlements are non-renounceable and cannot be traded on ASX or any other exchange, nor can they be privately transferred.

7.8 Not financial product advice

This Retail Information Booklet is not a prospectus, product disclosure statement or other offering document under Australian law or any other law (and will not be lodged with ASIC or any foreign regulator). This Retail Information Booklet is for information purposes only and is not an invitation or offer of securities for subscription, purchase or sale in any jurisdiction to the extent this is not permitted by law. Any Eligible Retail Shareholder who wishes to participate in the Retail Entitlement Offer should consider this Retail Information Booklet in full. Any Eligible Retail Shareholder who wishes to subscribe for and purchase New Shares will need to follow the instructions contained in this Retail Information Booklet and the Entitlement and Acceptance Form which accompanies it. This Retail Information Booklet does not constitute investment or financial product advice or any recommendation to acquire amaysim Shares or New Shares and does not and will not form any part of any contract for the acquisition of New Shares.

Each recipient of this Retail Information Booklet should make their own enquiries and investigations regarding all information in this Retail Information Booklet, including but not limited to the assumptions, uncertainties and contingencies which may affect future operations of amaysim and the impact that different future outcomes may have on amaysim. This Retail Information Booklet has been prepared without taking account of any person's investment objectives, financial situation or particular needs.

Before making an investment decision, Eligible Retail Shareholders should consider the appropriateness of the information having regard to their own objectives, financial situation and needs, make their own assessment of the information and seek advice appropriate to their jurisdiction in relation to the information and any action taken on the basis of the information. Any reference to, or explanations of legislation, regulatory issues or any other legal commentary (if any) are indicative only, and do not summarise all relevant issues and are not intended to be a full explanation of a particular matter. amaysim is not licensed to provide financial product advice in respect of amaysim Shares.

If, after reading this Retail Information Booklet, you have any questions about whether you should invest in the Retail Entitlement Offer, you should seek professional advice from a licensed advisor before making any investment decision.

Nominees and custodians may not distribute any part of this Retail Information Booklet in the United States or in any other country outside Australia and New Zealand. However, nominees and custodians may distribute this Retail Information Booklet in Approved Foreign Jurisdictions with the consent of amaysim where amaysim may determine it is lawful and practical to make the Retail Entitlement Offer.

7.9 Financial data

All dollar values in this Retail Information Booklet are in Australian dollars (A\$).

Section 7: Additional information

7.10 Underwriting

The Entitlement Offer is underwritten by the Underwriter, and amaysim and the Underwriter have entered into an Underwriting Agreement. Any New Shares which are not taken up by Eligible Retail Shareholders pursuant to their Retail Entitlement and option to subscribe for Additional New Shares will be taken up by any existing Eligible Institutional Shareholder who participated in the institutional bookbuild (excluding Langfrist) on a pro-rata basis that acts as sub-underwriter, and thereafter if there is any residual shortfall, taken up by Langfrist as sub-underwriter of last resort.

The Retail Entitlement Offer is fully sub-underwritten by existing Eligible Institutional Shareholders.

Customary with these types of arrangements, pursuant to the Underwriting Agreement:

- amaysim has agreed, subject to certain exceptions, to indemnify the Underwriter, their related bodies corporate and affiliates, and their respective directors, officers, agents or employees against any losses they may suffer or incur in connection with the Entitlement Offer, the Entitlement Offer materials or the appointment of the Underwriter under the Underwriting Agreement;
- amaysim and the Underwriter have given certain representations, warranties and undertakings in connection with (among other things) the Entitlement Offer;
- the Underwriter may (in certain circumstances having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from their obligations under it on the occurrence of certain events, including (but not limited to) where:
 - Langfrist's firm commitment is terminated or purported to be terminated, is amended (without the agreement of the Underwriter), or is or becomes void or voidable or Langfrist does not perform its obligations under its firm commitment (or states that it will not do so);
 - amaysim breaches its obligations under the Underwriting Agreement;
 - amaysim is delisted or suspended from quotation (other than a voluntary trading halt at the request of amaysim and consented to by the Underwriter for the purposes of facilitating the Entitlement Offer) or the ASX makes an official statement to any person, or an indication to amaysim or the Underwriter (whether or not by way of an official statement) that quotation of all New Shares will not be granted by the ASX or approval is refused or approval is granted which is conditional (unless such conditions, in the reasonable opinion of the Underwriter, have a material adverse effect on the success of the Entitlement Offer), to the official quotation of the New Shares on the ASX on or before on the dates referred to in the Entitlement Offer timetable;
 - the S&P/ASX 200 index closing more than 15% below its level at the close of trading on the Business Day before entry into the Underwriting Agreement;
 - amaysim is unable or unlikely to issue New Shares to either institutional or retail investors in accordance with the Entitlement Offer timetable;
 - amaysim alters its capital structure (other than pursuant to the terms of the debt facility amendment deed) or constitution or disposes, attempts or agrees to dispose of a substantial party of its business or property without the consent of the Underwriter, other than by issuing New Shares pursuant to the terms of the Entitlement Offer (or as otherwise permitted under the Underwriting Agreement);

Section 7: Additional information

- any event specified in the timetable to the Entitlement Offer is delayed by amaysim for more than 2 business days without the prior written consent of the Underwriter;
- amaysim withdraws or indicates it does not intend to or is unable to proceed with the Entitlement Offer;
- amaysim fails to provide the Underwriter with a certificate certifying its compliance with the terms of the Underwriting Agreement (or provides false, misleading, untrue or incorrect information in a material respect, including by omission, in any such certificate);
- amaysim (or any of its related bodies corporate) experiences an insolvency event (for example, failing to pay its debts when they fall due or having an administrator appointed over its assets) including under the laws of a jurisdiction other than Australia;
- there is a material adverse change, or an event occurs which is likely to give rise to a material adverse change, with respect to amaysim's financial position or performance or the conditions, operations or prospects of the amaysim group from the position fairly disclosed by amaysim to the ASX before the date of the Underwriting Agreement or on the date of the Entitlement Offer;
- the satisfaction of any obligations under the Underwriting Agreement, or the marketing, promotion, underwriting or settlement of the Offer is made illegal by an event or occurrence including any legislative or regulatory change;
- the Entitlement Offer materials or the results announcement contains misleading or deceptive statements or such statements become misleading or deceptive (including by omission having regard to section 708AA of the Corporations Act) or otherwise do not meet applicable requirements or there are no (or there ceases to be) reasonable grounds for the making of any statement in the Entitlement Offer materials relating to future matters;
- a change in senior management or the board of amaysim occurs or is announced;
- any director or officer of amaysim is engages in or is otherwise charged with fraudulent conduct, or where a director is charged with an indictable offence relating to financial or corporate matters or is otherwise disqualified from managing a corporation;
- ASIC withdraws, revokes or modifies ASIC's approval of Macquarie Securities (Australia) Limited (ABN 58 002 832 126) to act as the sale nominee in connection with the Entitlement Offer;
- subject to the terms of the Underwriting Agreement regarding applications to the Takeovers Panel, ASIC applies for an order under sections 1324B (Order to disclose information following a contravention of the Corporations Act) or section 1325 (other orders following a contravention of the Corporations Act);
- subject to the terms of the underwriting agreement regarding applications to the Takeovers Panel, ASIC or any other government agency issues or threatens to issue proceedings in relation to the Entitlement Offer or commences any formal inquiry or other investigation into the Entitlement Offer or any Entitlement Offer materials or amaysim's results announcement;

Section 7: Additional information

- subject to the terms of the underwriting agreement regarding applications to the Takeovers Panel, ASIC or any other government agency commences or gives notice of an intention to commence a prosecution of or any other action against amaysim or any director or employee of amaysim (which, in the Underwriter's reasonable opinion, is likely to have a material adverse effect on the success of the Entitlement Offer);
- subject to the terms of the Underwriting Agreement regarding applications to the Takeovers Panel, ASIC or any other government agency commences or gives notice of an intention to commence a hearing or investigation into the Entitlement Offer, the Entitlement Offer materials, amaysim or a director of amaysim (in their capacity as a director of amaysim);
- in certain circumstances, following an application being made to the Takeovers Panel in connection with the Entitlement Offer (and in certain circumstances only after a specified period of time of up to 10 Business Days has elapsed to allow the Takeovers Panel time to consider the application);
- any representations or warranties made by amaysim are or become, incorrect, untrue or misleading or any information provided to the Underwriter for the purpose of its due diligence or the Entitlement Offer materials or the Entitlement Offer is or becomes false or misleading, or is likely to become false, misleading or deceptive (including by omission);
- amaysim is required to give a corrective statement to the ASX in relation to the Entitlement Offer;
- a new event or circumstance occurs or becomes known that would, in the reasonable opinion of the Underwriter, be materially adverse to an investor and:
 - would have required amaysim to give a corrective statement to the ASX in relation to the Entitlement Offer had the Entitlement Offer cleansing notice been lodged on the announcement date of the Entitlement Offer on the basis of information known at that time; or
 - if now required, amaysim then fails to give a corrective statement in accordance with section 708AA of the Corporations Act;
- there is an announcement or an introduction of any new laws or policies (or any proposal relating to such laws or policies) by the Australian Parliament, the Commonwealth or State governments, the Reserve Bank of Australia, ASIC or any other government authority which does or is likely to prohibit or regulate the Entitlement Offer (including any underwriting or sub-underwriting of the Entitlement Offer), capital markets or stock markets;
- a scheme of arrangement or reconstruction is announced by amaysim, or a takeover bid is announced by a third party, which if implemented may result in a person (and their associates) acquiring more than 50% of the Shares in amaysim;
- amaysim or its related bodies corporate charges or agrees to charge the whole or a substantive portion of their property other than as disclosed in the Offer Materials, agreed with the Underwriter or relating to any fees or commissions to which amaysim is or will be entitled;

Section 7: Additional information

- amaysim or the Entitlement Offer contravene the Corporations Act, the ASX Listing Rules, amaysim's constitution or any other applicable laws, or are otherwise restricted from issuing the New Shares by a court, government agency, applicable laws or the ASX Listing Rules;
- any of amaysim's debt facilities are withdrawn, reviewed, breached, challenged or there is otherwise an event of default under any debt facility;
- the NSA between amaysim and Optus is amended or varied (except where pricing terms are amended or varied without use of the dispute resolution provisions of the NSA agreement) or breached (where such amendment, variation or breach has or likely to have a material adverse effect on the Entitlement Offer, the value of amaysim shares or the willingness of investors to subscribe for New Shares or otherwise would result in the Underwriter or its affiliates contravening, or incurring liability under, the Corporations Act), or is terminated, rescinded, ceases to have effect or becomes void, voidable or unenforceable (other than by reason only of a party waiving any of its rights) or of limited force and effect, or its performance is or becomes illegal; and
- if there is significant market disruption caused by suspension in the trading of all securities quoted on ASX, LSE, or NYSE is suspended or limited in a material respect for more than one day, a moratorium on commercial banking activities in Australia, Hong Kong, Japan, the United States of America or the United Kingdom is declared by the relevant central banking authority, adverse changes or disruptions to existing financial markets, political or economic conditions of Australia, Hong Kong, Japan, the United States of America, the United Kingdom, hostilities commence or escalate in Australia, New Zealand, the United States of America, United Kingdom, any member state of the European Union or the People's Republic of China or where a major terrorist attack is perpetrated in such jurisdictions.

The ability of the Underwriter to terminate the Underwriting Agreement in respect of some events will depend on whether in the actual and reasonable opinion of that Underwriter, the event has, or is likely to have, a material adverse effect on the success, marketing or settlement of the Entitlement Offer, the value of amaysim Shares or the willingness of investors to subscribe for New Shares, or the business, financial position or prospects of the amaysim group; or the event leads, or is likely to lead to, a contravention by that Underwriter (or one of its affiliates) of, or that Underwriter (or one of its affiliates) being involved in a contravention of, the Corporations Act or any other applicable law or to a liability of that Underwriter (or one of its affiliates) under the Corporations Act or any other applicable law.

amaysim has also agreed to pay the Underwriter the following fees:

- an underwriting fee of \$404,800 in consideration for the underwriting services provided in relation to the Institutional Entitlement Offer and a management fee of \$101,200 in consideration for arranging and managing the Institutional Entitlement Offer; and
- an underwriting fee of \$404,800 in consideration for the underwriting services provided in relation to the Retail Entitlement Offer and a selling fee of \$101,200 in consideration for arranging and managing the Retail Entitlement Offer.

Further, amaysim has agreed to offer any eligible institutional Shareholders (excluding Langfrist and Thorsten Kraemer) who participated in the institutional bookbuild an opportunity to sub-underwrite the Retail Shortfall for the following fees:

- a sub-underwriting fee of 0.75% of that institutional shareholder's sub-underwriting commitment; and
- an additional sub-underwriting fee of 0.5% of the Retail Shortfall shares ultimately allocated to that institutional shareholder.

Section 7: Additional information

Neither Langfrist nor Thorsten Kraemur is eligible to receive a sub-underwriting fee for their sub-underwriting commitments.

Neither the Underwriter, nor any of their respective related bodies corporate and affiliates, nor any of their respective directors, officers, partners, employees, representatives, advisers or agents (collectively, the “**Underwriter Parties**”) have authorised or caused the issue or lodgement, submission, despatch or provision of this Retail Information Booklet and there is no statement in this Retail Information Booklet which is based on a statement made by an Underwriter Party. To the maximum extent permitted by law, each Underwriter Party:

- expressly disclaims all liabilities in respect of, and makes no representations regarding, and takes no responsibility for any part of this Retail Information Booklet or any action taken by you on the basis of the information in this Retail Information Booklet, and makes no representation or warranty as to the currency, accuracy, reliability or completeness of this Retail Information Booklet; and
- excludes and disclaims all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and this Retail Information Booklet being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise. None of the Underwriter Parties makes any recommendations as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties to you concerning this Entitlement Offer, or any such information and you represent, warrant and agree that you have not relied on any statements made by any of the Underwriter Parties in relation to the New Shares or the Entitlement Offer generally.

7.11 Foreign jurisdictions

This Retail Information Booklet has been prepared to comply with the requirements of the securities laws of Australia and New Zealand.

This Retail Information Booklet, the Investor Presentation, any accompanying ASX announcements and the Entitlement and Acceptance Form do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any person who is acting for the account or benefit of any person in the United States (to the extent such person holds amaysim Shares and is acting for the account or benefit of a person in the United States) or in any jurisdiction in which, or to any person to whom it would not be lawful to make such an offer. Return of the personalised Entitlement and Acceptance Form will be taken by amaysim to constitute a representation by you that there has been no breach of any such laws. Eligible Retail Shareholders who are nominees or custodians should see Section 3.4.

The distribution of this document (including in electronic format) outside Australia and New Zealand may be restricted by law. If you come into possession of this Retail Information Booklet, you must observe such restrictions including the restrictions on the number of beneficial shareholders permitted to participate in the Entitlement Offer in the Approved Foreign Jurisdictions. In particular, this document or any copy of it must not be distributed in the United States. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

(a) New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing Shareholders of amaysim with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Section 7: Additional information

This Retail Information Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This Retail Information Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

(b) United States

This Retail Information Booklet and the Entitlement and Acceptance Form do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any person in the United States or any person who is acting for the account or benefit of any person in the United States (to the extent such person holds amaysim Shares and is acting for the account or benefit of a person in the United States). Neither the Retail Entitlements nor the New Shares have been, or will be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. The Retail Entitlements may not be issued to, or taken up or exercised by, and the New Shares may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of a person in the United States (to the extent such person holds amaysim Shares and is acting for the account or benefit of a person in the United States). The New Shares under the Retail Entitlement Offer may only be offered and sold outside the United States in 'offshore transactions', as defined in and in reliance on Regulation S under the US Securities Act.

(c) Hong Kong

WARNING: The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Entitlement Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

(d) Malta

Neither the information in this document nor any other document relating to the Entitlement Offer has been delivered for approval to the Malta Financial Services Authority ("**MFSA**") in Malta and no prospectus (as defined in the Companies Act, Chapter 386 of the laws of Malta ("**Malta Act**")) has been published or is intended to be published in respect of the New Shares. This document is issued on a confidential basis to fewer than 150 persons (other than "qualified investors" (within the meaning of article 2(3) of the Malta Act)) in Malta, and the New Shares may not be offered or sold in Malta by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to Article 89 of the Malta Act. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in Malta.

Any offer received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in Malta in circumstances in which Article 89 of the Malta Act does not apply to amaysim.

(e) United Kingdom

Neither the information in this document nor any other document relating to the Entitlement Offer has been delivered for approval to the Financial Services Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("**FSMA**")) has been published or is intended to be published in respect of the New Shares. This document is issued on a confidential basis to fewer than 150 persons (other than "qualified investors" (within the meaning of section 86(7) of FSMA)) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the

Section 7: Additional information

publication of a prospectus pursuant to section 86(1) FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) FSMA does not apply to amaysim.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who fall within Article 43 (members or creditors of certain bodies corporate) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, as amended, or (ii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

(f) European Economic Area - Denmark, Liechtenstein and Luxembourg

This document has been prepared on the basis that all offers of New Shares will be made pursuant to an exemption under the Directive 2003/71/EC ("**Prospectus Directive**"), as amended and implemented in Member States of the European Economic Area (each, a "**Relevant Member State**"), from the requirement to publish a prospectus for offers of securities.

An offer to the public of New Shares has not been made, and may not be made, in a Relevant Member State except pursuant to one of the following exemptions under the Prospectus Directive as implemented in the Relevant Member State:

- to any legal entity that is authorized or regulated to operate in the financial markets or whose main business is to invest in financial instruments unless such entity has requested to be treated as a non-professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2014/65/EC, "MiFID II") and the MiFID II Delegated Regulation (EU) 2017/565;
- to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual unconsolidated or consolidated financial statements) unless such entity has requested to be treated as a non-professional client in accordance with MiFID II and the MiFID II Delegated Regulation (EU) 2017/565;
- to any person or entity who has requested to be treated as a professional client in accordance with MiFID II;
- to any person or entity who is recognised as an eligible counterparty in accordance with Article 30 of the MiFID II unless such entity has requested to be treated as a non-professional client in accordance with the MiFID II Delegated Regulation (EU) 2017/565;
- to fewer than 150 natural or legal persons (other than qualified investors within the meaning of Article 2(1)(e) of the Prospectus Directive) subject to obtaining the prior consent of the Company; or
- in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of entitlements or New Shares shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive.

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(g) France

This document is not being distributed in the context of a public offering of financial securities (offre au public de titres financiers) in France within the meaning of Article L.411-1 of the French Monetary and Financial Code (Code monétaire et financier) and Articles 211-1 et seq. of the General Regulation of the French Autorité des marchés financiers ("AMF"). The New Shares have not been offered or sold and will not be offered or sold, directly or indirectly, to the public in France.

This document and any other offering material relating to the New Shares have not been, and will not be, submitted to the AMF for approval in France and, accordingly, may not be distributed or caused to be distributed, directly or indirectly, to the public in France.

Such offers, sales and distributions have been and shall only be made in France to (i) qualified investors (investisseurs qualifiés) acting for their own account, as defined in and in accordance with Articles L.411-2-II-2, D.411-1, L.533-16, L.533-20, D.533-11, D.533-13, D.744-1, D.754-1 and D.764-1 of the French Monetary and Financial Code and any implementing regulation; (ii) a restricted number of non-qualified investors (cercle restreint d'investisseurs) acting for their own account, as defined in and in accordance with Articles L.411-2-II-2°, D.411-4, D.744-1, D.754-1 and D.764-1 of the French Monetary and Financial Code and any implementing regulation and/or (iii) persons providing the investment service of portfolio management on behalf of third parties (personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers), as defined in and in accordance with Articles L.411-2-II-1 and D.321-1 of the French Monetary and Financial Code and any implementing regulation.

Pursuant to Article 211-3 of the General Regulation of the AMF, investors in France are informed that the New Shares cannot be distributed (directly or indirectly) to the public by the investors otherwise than in accordance with Articles L.411-1, L.411-2, L.412-1 and L.621-8 to L.621-8-3 of the French Monetary and Financial Code.

(h) Norway

This document has not been approved by, or registered with, any Norwegian securities regulator under the Norwegian Securities Trading Act of 29 June 2007. Accordingly, this document shall not be deemed to constitute an offer to the public in Norway within the meaning of the Norwegian Securities Trading Act of 2007.

The New Shares may not be offered or sold, directly or indirectly, in Norway except:

- to "professional clients" (as defined in Norwegian Securities Regulation of 29 June 2007 no. 876 and including non-professional clients having met the criteria for being deemed to be professional and for which an investment firm has waived the protection as non-professional in accordance with the procedures in this regulation);
- to fewer than 150 natural or legal persons (other than "professional clients"); or

in any other circumstances provided that no such offer of securities shall result in a requirement for the registration, or the publication by the Company, of a prospectus pursuant to the Norwegian Securities Trading Act of 29 June 2007.

(i) Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for

Section 7: Additional information

subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) an "accredited investor" (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

7.12 Ineligible Retail Shareholders

amaysim has decided that it is unreasonable to make offers under the Retail Entitlement Offer to retail investors who are holders of amaysim Shares and who are residents outside Australia, New Zealand and the Approved Foreign Jurisdictions, having regard to the number of holders in those places and the number and value of the New Shares that they would be offered and the cost of complying with the relevant legal and regulatory requirements in those places.

In accordance with section 615 of the Corporations Act the securities that would otherwise be issued to foreign ineligible shareholders who would have accepted the Entitlement Offer if eligible will be sold in the institutional bookbuild.

7.13 Governing law

This Retail Information Booklet, the Retail Entitlement Offer and the contracts formed on acceptance of Applications made pursuant to the Retail Entitlement Offer are governed by the law applicable in New South Wales, Australia. Each Shareholder who applies for New Shares submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

7.14 Information availability

Eligible Retail Shareholders in Australia and New Zealand can obtain a copy of this Retail Information Booklet during the period of the Retail Entitlement Offer on online at www.amaysimentitlementoffer.com.au or by calling the amaysim Australia Limited Entitlement Offer Information Line on 1300 855 080 (within Australia) or on +61 3 9415 4000 (outside Australia) at any time from 8.30am to 5.00pm Monday to Friday during the Retail Entitlement Offer Period.

Persons who access the electronic version of this Retail Information Booklet should ensure that they download and read the entire Retail Information Booklet. The electronic version of this Retail Information Booklet on the amaysim website will not include an Entitlement and Acceptance Form. A replacement Entitlement and Acceptance Form can be requested by calling the amaysim Australia Limited Entitlement Offer Information Line. You may also apply online at www.amaysimentitlementoffer.com.au. To access your personalised replacement Entitlement and Acceptance Form online, you will require your Security Reference Number or Holder Identification Number and will need to pass a series of security questions.

Section 7: Additional information

Neither this Retail Information Booklet nor the accompanying Entitlement and Acceptance Form may be distributed to or relied upon by, persons in the United States or persons that are acting for the account or benefit of a person in the United States (to the extent such person holds amaysim Shares and is acting for the account or benefit of a person in the United States), or otherwise distributed in the United States.

7.15 Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Retail Entitlement Offer that is not contained in this Retail Information Booklet.

Any information or representation that is not in this Retail Information Booklet may not be relied on as having been authorised by amaysim, or its related bodies corporate, in connection with the Retail Entitlement Offer. Except as required by law, and only to the extent so required, none of amaysim, its directors, officers or employees or any other person, warrants or guarantees the future performance of amaysim or any return on any investment made pursuant to this Retail Information Booklet.

7.16 Withdrawal of the Entitlement Offer

amaysim reserves the right to withdraw all or part of the Entitlement Offer and the information in this Retail Information Booklet at any time, subject to applicable laws, in which case amaysim will refund Application Monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest. In circumstances where New Shares have already been issued under the Institutional Entitlement Offer, amaysim may only be able to withdraw the Entitlement Offer with respect to New Shares to be issued under the Retail Entitlement Offer.

To the fullest extent permitted by law, you agree that any Application Monies paid by you to amaysim will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to amaysim.

7.17 Privacy

As a Shareholder, amaysim and the Registry have already collected certain personal information from you. If you apply for New Shares, amaysim and the Registry may update that personal information or collect additional personal information for the purposes of:

- (a) processing your application and assessing your acceptance of the New Shares;
- (b) servicing your needs as a Shareholder and providing facilities and services that you request; and
- (c) carrying out appropriate administration.

Company and tax laws require some of the information to be collected. If you do not provide your personal information, we may not be able to process your application.

amaysim and the Registry may disclose this information for these purposes to its subsidiaries and relevant organisations involved in providing, managing or administering your product or service such as third party suppliers, other organisations, loyalty and affinity partners, printers, posting services, call centres, and our advisors. amaysim and the Registry may need to share some of your information with organisations outside Australia.

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Where personal information is disclosed, amaysim will seek to ensure that the information is held, used or disclosed consistently with the *Privacy Act 1988* (Cth) and any other applicable privacy laws and codes.

You can ask us to access information that we hold about you or to correct information we hold about you by writing to amaysim through the Registry at privacy@computershare.com.au or see the Registry Privacy Policy at <http://www.computershare.com/au>.

Glossary

In this Retail Information Booklet, the following terms have the following meanings:

Additional New Shares	Shares issued in excess of an Eligible Retail Shareholder's Retail Entitlement.
Approved Foreign Jurisdictions	<p>A reference to Approved Foreign Jurisdictions is taken to include:</p> <ul style="list-style-type: none"> • Denmark; • Liechtenstein; • Luxembourg; • France; • Hong Kong; • Malta; • Norway; • Singapore; and • United Kingdom.
amaysim	amaysim Australia Limited (ACN 143 613 478)
amaysim Share	A fully paid ordinary share in amaysim
Announcements	The ASX Announcement, the Investor Presentation and the Institutional Entitlement Offer completion announcement
Application	Arranging for payment of the relevant Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form or the submission of an Entitlement and Acceptance Form accompanied by the relevant Application Monies
Application Monies	The aggregate amount payable for the New Shares and any Additional New Shares applied for through BPAY or in a duly completed Entitlement and Acceptance Form
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited (ABN 98 008 624 691) or the financial products market operated by that entity known as the Australian Securities Exchange
ASX Announcement	The announcement released to ASX on 26 February 2019 in connection with the Entitlement Offer, a copy of which is included in Section 5 of this Retail Information Booklet
ASX Listing Rules	The official listing rules of ASX, as amended or replaced from time to time except to the extent of any waiver granted by ASX
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Eligible Institutional Shareholder	An institutional Shareholder to whom the Underwriter made an offer on behalf of amaysim under the Institutional Entitlement Offer (and who, for the avoidance of doubt, is not an Ineligible Institutional Shareholder under the Underwriting Agreement)

Glossary

Eligible Retail Shareholder	A Shareholder who satisfies the definition outlined in Section 1
Eligible Shareholder	A person who is an Eligible Institutional Shareholder or an Eligible Retail Shareholder
Entitlement	The entitlement to 1 New Share for every 2.5 amaysim Shares held on the Record Date, pursuant to the Entitlement Offer
Entitlement and Acceptance Form	The Entitlement and Acceptance Form accompanying this Retail Information Booklet which can be used to submit an Application
Entitlement Offer	The accelerated non-renounceable pro rata entitlement offer of approximately to 84.3 million New Shares to Eligible Shareholders in the proportion of 1 New Share for every 2.5 amaysim Shares held on the Record Date, and comprised of the Institutional Entitlement Offer and the Retail Entitlement Offer
Ineligible Institutional Shareholder	An institutional Shareholder that is not an Eligible Institutional Shareholder
Ineligible Retail Shareholder	A retail Shareholder that is not an Eligible Retail Shareholder
Ineligible Shareholder	Either an Ineligible Institutional Shareholder or an Ineligible Retail Shareholder or both (as the context requires)
Institutional Entitlement Offer	The offer of New Shares to Eligible Institutional Shareholders under the Entitlement Offer
Investor Presentation	The investor presentation in connection with the Entitlement Offer dated 26 February 2019, a copy of which is included in Section 5 of this Retail Information Booklet
Issue Date	The date on which New Shares are issued to Eligible Retail Shareholders under the Retail Entitlement Offer, being 1 April 2019
Langfrist	Investmentaktiengesellschaft für langfristige Investoren TGV
New Share	A amaysim Share issued under the Entitlement Offer, including (as the context requires) to the Underwriter or any sub-underwriters
Offer Price	\$0.60 per New Share
Record Date	7.00pm on 28 February 2019
Registry	Computershare Investor Services Pty Limited (ABN 48 078 279 277)
Regulation S	Regulation S under the US Securities Act
Retail Closing Date	The date the Retail Entitlement Offer closes, being 5.00pm on Monday, 25 March 2019

Glossary

Retail Entitlement	An Entitlement under the Retail Entitlement Offer
Retail Entitlement Offer	The offer of New Shares to Eligible Retail Shareholders under the Entitlement Offer
Retail Entitlement Offer Period	The period commencing on the opening date of the Retail Entitlement Offer, as specified in the Entitlement Offer timetable in the Key Dates for the Retail Entitlement Offer section of this Retail Information Booklet, and ending on the Retail Closing Date
Retail Information Booklet	This booklet dated 5 March 2019, including the Announcements and the Entitlement and Acceptance Form
Retail Shortfall	Retail Entitlements not taken up by Eligible Retail Shareholders which will be acquired by any Eligible Retail Shareholder (in the form of Additional New Shares), the Underwriter or any sub-underwriters
Shareholder	The registered holder of any amaysim Share
Underwriter Parties	The Underwriter, their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, advisers and agents
Underwriter	Macquarie Capital (Australia) Limited (ACN 123 199 548)
Underwriting Agreement	The Underwriting Agreement dated 26 February 2019 between amaysim and the Underwriter, as described in section 7.10
US Securities Act	The US Securities Act of 1933, as amended

Eligible Retail Shareholder declarations

IMPORTANT:

If you make an Application (whether by completing and returning your Entitlement and Acceptance Form with a cheque, bank draft or money order or making a BPAY payment), you will be deemed to have made the following declarations to amaysim.

You:

- acknowledge and agree that determination of eligibility of investors for the purposes of the Institutional Entitlement Offer or the Retail Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of amaysim and the Underwriter;
- acknowledge and agree that amaysim, the Underwriter and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- acknowledge that you have read this Retail Information Booklet and the accompanying Entitlement and Acceptance Form in full;
- agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Retail Information Booklet and amaysim's Constitution;
- authorise amaysim to register you as the holder of the New Shares and Additional New Shares issued to you;
- declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- declare you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- acknowledge that once amaysim receives your Entitlement and Acceptance Form or your Application Monies via BPAY, you may not withdraw it (except as provided by law);
- agree to apply for and be issued up to the number of New Shares and Additional New Shares specified in your Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY, at the Offer Price;
- authorise amaysim, the Underwriter, the Registry and their respective officers or agents, to do anything on your behalf necessary for the New Shares and Additional New Shares to be issued to you, including to act on instructions of the Registry upon using the contact details set out in the Entitlement and Acceptance Form;
- declare that you are an Eligible Retail Shareholder;
- acknowledge that the information contained in this Retail Information Booklet and the Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs, and is not a prospectus or product disclosure statement, does not contain all of the information that you may require in order to assess an investment in amaysim and is given in the context of amaysim's past and ongoing continuous disclosure announcements to ASX;
- represent and warrant that the law of any other place does not prohibit you from being given this Retail Information Booklet and the Entitlement and Acceptance Form, nor does it prohibit you from making an Application for New Shares or Additional New Shares;

Eligible Retail Shareholder declarations

- acknowledge the statement of risks in the “Key Risks” section of the Investor Presentation, and that investments in amaysim are subject to investment risk;
- acknowledge that none of amaysim, its directors, officers, employees, agents, consultants, advisors, and the Underwriter or their affiliates, directors, officers, employees, agents, consultants or advisors, guarantees the performance of amaysim, nor do they guarantee the repayment of capital;
- represent and warrant (for the benefit of amaysim, the Underwriter and their respective affiliates) that you did not receive an invitation to participate in the Institutional Entitlement Offer either directly or through a nominee, and are otherwise eligible to participate in the Retail Entitlement Offer;
- represent and warrant that you are not in the United States and you are not acting for the account or benefit of a person in the United States (to the extent you hold amaysim Shares and are acting for the account or benefit of a person in the United States) and are not otherwise a person to whom it would be illegal to make an offer of or issue of Entitlements or New Shares under the Retail Entitlement Offer and under any applicable laws and regulations;
- understand and acknowledge that neither the Retail Entitlements nor the New Shares have been, or will be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States. Accordingly, you understand and acknowledge that the Retail Entitlements may not be issued to, taken up, purchased or exercised by, and the New Shares may not be offered or sold to, persons in the United States or persons who are acting for the account or benefit of a person in the United States (to the extent such person holds amaysim Shares and is acting for the account or benefit of a person in the United States). You further understand and acknowledge that the Retail Entitlements and the New Shares may only be offered, sold and resold outside the United States in ‘offshore transactions’ (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S;
- represent and warrant that you are subscribing for Retail Entitlements and/or purchasing New Shares outside the United States in ‘offshore transactions’ (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S;
- acknowledge that each person on whose account you are acting has not and will not send this Retail Information Booklet, the Entitlement and Acceptance Form or any other materials relating to the Retail Entitlement Offer to any person in the United States;
- acknowledge that, if you decide to sell or otherwise transfer any New Shares and Additional New Shares, you will only do so in regular way transactions on the ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States;
- authorise amaysim to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- acknowledge that, if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is not in the United States, and you have not sent this Retail Information Booklet, the Entitlement and Acceptance Form or any information relating to the Entitlement Offer to any such person in the United States; and
- agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and/or of your holding of amaysim Shares on the Record Date.

Corporate directory

Registered Office

amaysim Australia Limited
17-19 Bridge Street
Sydney NSW 2000
www.amaysim.com.au

Registry

Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000

Website

To view more information on amaysim, including in relation to amaysim's business and operations, news updates, reports, publications and investor information, visit www.amaysim.com.au

amaysim Australia Limited Entitlement Offer Information Line Australia: 1300 855 080

International: +61 3 9415 4000

Open 8.30am to 5.00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer Period

