

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company IOUPAY LIMITED

ACN/ARSN ACN 091 192 871

1. Details of substantial holder (1)

Name Clee Capital Pty Ltd ACN 637 619 937 (Clee)
ACN/ARSN (if applicable) See above

The holder ceased to be a substantial holder on 17/07/2023
The previous notice was given to the 04/07/2023
The previous notice was dated 28/06/2023

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are

Date of change	Person whose relevant	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of	Person's votes affected
17/07/2023	Clee	As specified in the section titled 'Nature of Change' in Annexure A.	Nil	As specified in the section titled 'Class and number of securities affected and affected votes' in Annexure A.	

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Clee	Defined terms used in this section have the meaning given to them in Annexure A.
Terence Clee	
Finran Pty Ltd ACN 664 481 789	
Finran Sdn Bhd.	The parties were associated by virtue of section 12(2) of the Corporations Act by executing the Notices.
Tom Saban	
Daler Fayzier	
Liquipure Aust Pty Ltd ACN 107 269 803	The general meeting of IOUPay for which the parties were associates was held on 3 May 2023 and all the resolutions set out in the Notices were passed.
Samier Dandan	
Rookesbury Pty Ltd ACN 061 932 321	
Christopher John Wilson	Accordingly, the parties are no longer associates by virtue of section 12(2) of the Corporations Act.
Amanda Jane Sumpter	
First State Pty Limited ACN 155 959 569	
Suzanne Neil	

4. Addresses

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

Name	Address
Persons named in this form	c/o 481 a New South Head Road, Double Bay NSW

Signature

print name Terence Clee

capacity Authorised
signatory of the

sign here



date 17/7/2023

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
 - (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (6) The voting shares of a company constitute one class unless divided into separate classes.
 - (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This Annexure A of 1 page referred to in the Form 605 Notice of change of interests of substantial holder dated 17 July 2023

Signature

print name Terence Clee

capacity Authorised
signatory of the

sign here



date

17/7/2023

Nature of Change

Clee has ceased to be an associate of any Other Requisitionists, and has no relevant agreement with any of them, as the resolutions set out in the Notices were passed at the general meeting of IOUPay held on 3 May 2023.

Class and number of securities affected and affected votes

At the time of the previous notice, Clee had a relevant interest in 100,615,679 ordinary shares of IOUPay. Pursuant to the change in association specified in Item 3 of this Form 605, Clee no longer has an interest in the 98,989,095 ordinary shares in IOUPay owned by the Other Requisitionists. Accordingly, as of the date of this Form 605,

- Clee has an interest in 1,626,584 fully paid ordinary shares of IOUPay; and
- Clee has 1,626,584 votes.

Definitions

In this Form 605 Notice of ceasing to be a substantial holder:

1. **'Corporations Act'** means *Corporations Act 2001* (Cth)
2. **'Notices'** means:
 - 2.1. a notice issued pursuant to section 203D of the Corporations Act dated 2 March 2023 giving notice to IOUPay of resolutions that the requisitioning shareholders intended to move at the next IOUPay general meeting; and
 - 2.2. a notice issued pursuant to section 249D of the Corporations Act dated 3 March 2023 (**'249D Notice'**) requisitioning a general meeting of IOUPay to consider resolutions specified in the 249D Notice.
3. **'Other Requisitionists'** means the parties identified in Item 3 of this Form 605; and
4. **'IOUPay'** means IOUPay Limited ACN 091 192 871.