

Vortiv secures A\$10 million loan facility with Pure Asset Management

Vortiv Limited (ASX: VOR) (**Vortiv** or the **Company**) is pleased to announce the signing of a binding term sheet for a A\$10 million secured term loan facility (the **Facility**) with Pure Asset Management Pty Ltd (**Pure**).

The Facility is repayable thirty months following the utilization date, with interest periods of 3 months at an interest rate of 9.50% per annum.

Funds obtained from the Facility will support working capital, capital expenditure and general corporate purposes following the Company's recently secured five-year agreement with the Central Bank of India.

Vortiv's Indian subsidiary company, TSI India, is planning to apply for a transaction banking licence (for "white label" ATMs) whilst continuing to develop and commercialise its digital payments solutions, which will be a key growth driver for the business into the future.

The arrangement will also see the Company issue warrants to Pure to acquire ordinary shares in the Company. Entry into the Facility is conditional on satisfactory due diligence and entry into definitive transaction documents. Shareholder approval will be sought in respect of the issue of the warrants and the Company will release a Notice of Extraordinary Meeting in due course.

Full terms of the Facility are attached below.

Mr Nicholas Smedley, Chairman of Vortiv, said:

"The Vortiv team has taken pivotal steps recently to solidify and improve the business as it focuses on providing tailored, scalable payment solutions in one of the world's largest developing markets.

Gaining the support of Pure Asset Management is an outstanding endorsement of our strategy and provides an excellent foundation for us to meet our new forecasts for the new financial year.

With the expansion of our service offering and our imminent rebranding to Findi, this is another important step in our development into a full-service banking services provider. We are very excited about the future of the Findi ATM and digital payments business in India (ASX: FND) and its role in building the new digital India."

This announcement was approved by the Board of Vortiv Limited

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FINANCE FACILITY TERMS

FACILITY	
Facility	Secured Term Loan Facility.
Commitment	A\$10,000,000
Purpose	The Loan must be applied as follows: (a) first, towards full payment of the Facility fees. (b) second, towards working capital, capital expenditure and general corporate purposes within the TSI business (c) third, towards general corporate purposes of the Group; or (d) such other purpose(s) approved by the Lender in writing.
Repayment Date	The date that is 30 months after the utilisation date.
Amortisation	The Facility will amortise by \$1,000,000 on 30 September 2023 and \$2,000,000 on 31 December 2023 and 30 June 2024. Amortised amounts will not be subject to any repayment fee.
PRICING	
Establishment Fee	2.25% of the Commitment, being \$225,000.
Line Fee	1.50% of the Commitment. The Line Fee is payable at all times while the Borrower's trailing 12m EBITDA is equal to or lower than \$A15,000,000. No Line Fee is payable if the trailing 12m EBITDA is greater than \$A15,000,000. To be tested as at the last day of each calendar quarter.
Interest Rate	9.50% per annum.
Interest Period	Each Interest Period for the Loan will be 3 months, starting on the utilisation date.
Payment of interest	Interest will accrue daily and is payable on the last day of each Interest Period.
WARRANTS	
The following terms are based on the Lender's current understanding of the Issuer's capitalisation. If there is any material change in the Issuer's capitalisation (or the Lender's understanding of it), the Lender may change these terms.	
Holder	The Lender and/or its nominee or nominees.
Issuer	The Borrower.
Share	A fully paid ordinary share in the capital of the Issuer.
Equity Security	A Share or an instrument convertible into a Share (but excluding options).
Non-ordinary Share	A share in the capital of the Issuer other than a Share.
Warrants	222,222,222 Warrants

ASX ANNOUNCEMENT

18 August 2022



	40% to be issued upon execution of Binding Terms Sheet. If the Lender elects not to enter into final finance documents with the Borrower in connection with the facility following due diligence, these issued warrants will be terminated and cancelled.
Exercise Price	The lower of the following per Warrant: (a) A\$0.045. (b) 180% premium to the trailing 10-day VWAP immediately prior to the Facility being announced to the ASX. (c) A 20.00% discount to any change of control event below the Exercise Price, announced to the ASX.