

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

| | |
|-----------------------|-------------------|
| Name of entity | Openpay Group Ltd |
| ABN | 97 637 148 200 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|------------------|
| Name of Director | Mr. Yaniv Meydan |
| Date of last notice | 23 December 2019 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| Direct or indirect interest | Indirect |
|--|---|
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | <ol style="list-style-type: none">1. Program Force Pty Ltd ATF The Meydan Family Trust No 4 (Program Force)2. Yemiva Pty Ltd ATF Yemiva Trust (Yemiva)3. BNPL Pty Ltd ATF BNPL Trust (BNPL)4. Horizons Equity Pty Ltd <Horizons Equity A/C> (Horizons) |
| Date of change | 16 November 2020 |

+ See chapter 19 for defined terms.

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|--|---|
| <p>No. of securities held prior to change</p> | <p>1. Program Force 18,956,920 fully paid ordinary shares, comprising:</p> <ul style="list-style-type: none"> • 16,054,464 shares subject to mandatory escrow for 24 months from quotation; and • 2,902,456 shares subject to voluntary escrow until 10 days after release of the Company's FY20 preliminary results <p>2. Yemiva 2,550,000 fully paid ordinary shares, comprising:</p> <ul style="list-style-type: none"> • 1,356,456 shares subject to mandatory escrow for 24 months from quotation; and • 1,193,544 shares subject to voluntary escrow until 10 days after release of the Company's FY20 preliminary results <p>3. BNPL 1,275,000 fully paid ordinary shares, comprising:</p> <ul style="list-style-type: none"> • 678,228 shares subject to mandatory escrow for 24 months from quotation; and • 596,772 shares subject to voluntary escrow until 10 days after release of the Company's FY20 preliminary results |
| <p>Class</p> | <p>Fully Paid Ordinary Shares</p> |
| <p>Number acquired</p> | <p>Sale and acquisition of 4,096,000 fully paid ordinary shares between entities associated with Mr. Yaniv Meydan. Therefore, Mr. Yaniv Meydan's overall interest does not change</p> |
| <p>Number disposed</p> | <p>As above</p> |
| <p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p> | <p>\$11,100,160</p> |

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| No. of securities held after change | <ol style="list-style-type: none"> 1. Program Force: 16,054,464 shares subject to mandatory escrow for 24 months from quotation 2. Yemiva: 1,356,456 shares subject to mandatory escrow for 24 months from quotation 3. BNPL: 1,275,000 fully paid ordinary shares, comprising: <ol style="list-style-type: none"> a. 678,228 shares subject to mandatory escrow for 24 months from quotation; and b. 596,772 fully paid ordinary shares 4. Horizons: 4,096,000 fully paid ordinary shares |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Off market trade |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|-----|
| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| Date of change | N/A |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| Interest acquired | N/A |
| Interest disposed | N/A |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | N/A |
| Interest after change | N/A |

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Part 3 – +Closed period

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|--|-----|
| Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required? | No |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | N/A |
| If prior written clearance was provided, on what date was this provided? | N/A |

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