



Investec Australia Limited

Level 23 The Chifley Tower 2 Chifley Square Sydney NSW 2000  
GPO Box 4411 Sydney NSW 2001  
T +61 (2) 9293 6300 F +61 (2) 9293 6301

## Facsimile

To ASX Limited  
Fax no 1300 135 638  
From Alexander Corder  
Date 28 September 2020  
No of pages 9 (incl. cover)  
Re Openpay Group Limited  
Form 604: Notice of change of interests of substantial holder

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**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme	Openpay Group Limited ("Openpay")
ACN/ARSN	ACN 637 148 200

**1. Details of substantial holder (1)**

Name	Investec Australia Limited ("IAL") and each other member of the Investec Group. The Investec Group operates under a dual listed structure comprising Investec Plc (a public limited company incorporated in the United Kingdom) and its subsidiaries and Investec Limited (a public company incorporated in South Africa) and its subsidiaries, comprising those entities named in the list annexed to this Form and marked 'Annexure A'.
ACN/ARSN (if applicable)	ACN 140 381 184 (IAL)

There was a change in the interests of the substantial holder on 22 / 09 / 2020

The previous notice was given to the company on 15 / 06 / 2020

The previous notice was dated 15 / 06 / 2020

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	9,852,131	9.13%	8,091,806	7.49%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
15-Sep-20	IAL	On Market Sale	\$308,740.00	-100,000 Ordinary shares	- 100,000
15-Sep-20	IAL	On Market Sale	\$1,136,663.53	-378,119 Ordinary shares	- 378,119
16-Sep-20	IAL	On Market Sale	\$222,831.10	-71,881 Ordinary shares	- 71,881
16-Sep-20	IAL	On Market Sale	\$938,070.00	-300,000 Ordinary shares	- 300,000
16-Sep-20	IAL	On Market Sale	\$469,740.00	-150,000 Ordinary shares	- 150,000
17-Sep-20	IAL	On Market Sale	\$208,607.00	-70,000 Ordinary shares	- 70,000
22-Sep-20	IAL	On Market Sale	\$568,764.52	-197,673 Ordinary shares	- 197,673
22-Sep-20	IAL	On Market Sale	\$583,620.00	-200,000 Ordinary shares	- 200,000
23-Sep-20	IAL	On Market Sale	\$652,911.33	-224,453 Ordinary shares	- 224,453
24-Sep-20	IAL	On Market Sale	\$191,543.71	-68,199 Ordinary shares	- 68,199

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#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
IAL	IAL	IAL	Relevant interest under s608(1)(a) of the Corporations Act 2001 (Cth) ("Corporations Act") as holder of Openpay shares.	8,091,806 ordinary shares	8,091,806
Investec Plc	IAL	IAL	Deemed relevant interest under s608(3)(b) of the Corporations Act because it controls IAL.	8,091,806 ordinary shares	8,091,806
Each Investec Plc subsidiary (as listed below) (excluding IAL)	IAL	IAL	Deemed relevant interest under s608(3)(a) of the Corporations Act because each has voting power above 20% in IAL (because each Investec Plc subsidiary is a controlled entity and therefore an associate of Investec Plc).	8,091,806 ordinary shares	8,091,806
Investec Limited	IAL	IAL	Deemed relevant interest under s608(3)(a) of the Corporations Act because it has voting power above 20% in IAL through the Investec dual listed company (DLC) arrangements. <sup>1</sup>	8,091,806 ordinary shares	8,091,806
Each Investec Limited subsidiary (as listed below)	IAL	IAL	Deemed relevant interest under s608(3)(a) of the Corporations Act because it has voting power above 20% in IAL (because each Investec Limited subsidiary is a controlled entity and therefore an associate of Investec Limited).	8,091,806 ordinary shares	8,091,806

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Each person described in paragraph 3 above	Controlled by Investec Plc under section 12(2)(a) of the Corporations Act 2001 (Cth) – no change since last notice

<sup>1</sup> Further information on the Investec DLC structure is available on the Investec website at [https://www.investec.com/en\\_au/welcome-to-investec/about-us/corporate-structure.html](https://www.investec.com/en_au/welcome-to-investec/about-us/corporate-structure.html).

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**6. Addresses**

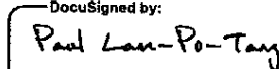
The addresses of persons named in this form are as follows:

Name	Address
IAL	Level 23, The Chifley Tower 2 Chifley Square Sydney NSW 2000 Australia
Investec Limited and each Investec Limited subsidiary (see Annexure A)	C/o Investec Limited 100 Grayston Drive Sandton 2196 South Africa
Investec Plc and each Investec Plc subsidiary (see Annexure A) other than IAL	C/o Investec plc 30 Gresham St London EC2V 7QP, United Kingdom

**Signature**

print name Paul Lam-Po-Tang

Capacity Company Secretary

DocuSigned by:  
  
 sign here

date 28 / 09 / 2020

**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 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) 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.
- (7) Details of the consideration must include any and all benefits, money 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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## Annexure A

This is Annexure A of 5 pages referred to in the Form 604 (Notice of change of interest of substantial holder) signed by me and dated 28 September 2020.

DocuSigned by:

*Paul Lam-Po-Tang*

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Paul Lam-Po-Tang  
Company Secretary  
28 September 2020

### Investec Limited subsidiaries

6 Bar Systems (Pty) Ltd  
AEL Investment Holding (Pty) Ltd  
African Revival Investment Holdings (Pty) Ltd  
Anfa Retail Finance Company (Pty)Ltd  
Assupol Holdings Ltd  
Autocast Pty Ltd  
Beale Dobie & Co Ltd UK  
Blue Strata Supply Chain (Pty)Ltd.  
Boschendal Investment Company Proprietary Limited  
Business Venture Investments No 1657 Pty Ltd  
Calulo Investments Pty Ltd  
Capital Acceptances (Pty) Ltd  
Capital Finance (Pty) Ltd  
Capital Financial Holdings (Pty) Ltd  
Capital Industrial Finance (Pty) Ltd  
CJP Chemicals Pty Ltd  
Concord Cranes Pty Ltd  
Copperleaf Country Estate (Pty) Ltd  
DCD- Dorbyl Pty Ltd  
Double Flash Investments (Pty) Ltd  
Erf 145 Isando Property (Pty) Ltd  
Farm Rietfontein 31 Pty Ltd  
Fedsure International (Pty) Ltd  
Fedsure Investments (UK) Ltd  
Ferbros Nominees (Pty) Ltd  
Ferro Industrial Products Pty Ltd  
FFS Calpet Pty Ltd  
Fleurdal (Pty) Ltd  
Friedshelf 113 (Pty) Ltd.  
GDM International (Pty) Ltd  
Global Capital Securities (Pty) Ltd  
Grayinvest Ltd  
Investec Bank (Mauritius) Ltd  
Investec Bank Ltd  
Investec Equity Partners JV Portfolio 1 (Pty)Ltd.  
Investec Equity Partners Portfolio (Pty)Ltd  
Investec Import Solutions (Pty)Ltd  
Investec International Holdings (Pty) Ltd  
Investec Markets (Pty) Ltd  
Investec Nominees (Pty) Ltd  
Investec Personal Financial Services (Pty) Ltd  
Investec Property Fund Offshore Investments Pty Ltd  
Investec Securities (Pty) Ltd  
Investec Wealth and Investment (Mauritius) Ltd  
Investpref Limited  
Lekup Property Company No. 6 (Pty) Ltd  
Listani (Pty)Ltd  
Metboard (Natal) (Pty) Ltd  
Metboard Holdings (Pty) Ltd  
Metboard Trust Company (Pty) Ltd  
Pinpoint Finance (Pty) Ltd  
Policy Portfolio Limited  
Reichmans (Pty) Ltd  
Reichmans Holdings (Pty) Ltd  
Rennies Group Holdings Ltd  
Rennies Group Ltd (1)  
Reffin Holdings (Pty) Ltd  
Sechold Finance Services (Pty) Ltd  
SIB Investments Ltd  
Spareprops (Pty)Ltd

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Taykha Investments (Pty) Ltd  
Tort trade and Invest (Pty) Ltd  
Traded endowment Policies Ltd  
Vox Telecom Ltd Business Venture Invest 1542 Ltd

**Investec plc subsidiaries**

55 Fox Street Share Block (Pty) Ltd  
Aksala Limited  
Amplio (the Vale) Limited  
Angara Investments (Pty) Ltd  
Angara One Investments (Pty) Ltd  
Anston Trustees Ltd  
APA Network Consultants (Pty) Ltd  
Bayeux Ltd.  
Beeson Gregory Index Nominees Limited  
Bell Nominees Ltd  
Bleat Properties (Pty) Ltd  
Bowden (Lot 32) Holdings Pty Ltd  
Bowden (Lot 32) Pty Ltd  
Branch office Jersey  
BWD Rensburg Ltd.  
CA Miller Raw & Company (Pty) Ltd  
Carr Investment Services Nominees Ltd  
Carr PEP Nominees Ltd  
Cenacle Properties (Pty) Ltd  
CF Corporate Finance Ltd  
CFC Partners Ltd  
CFC Partners Ltd.  
Chiffey Investment Partners  
Click Nominees Limited  
Consulate Properties (Pty) Ltd  
Corovest (Pty) Ltd  
Curlew Investments Ltd  
Cypress Topco Limited (Fibron)  
Diagonal Nominees Limited  
Erf 764 Building Investment (Pty) Ltd  
Evo Nominees Limited  
Evolution Capital Investment Limited  
Evolution Securities Nominees Limited  
Extension 24 Commercial Leasing Company (Pty) Ltd  
F&K SPF Ltd  
Ferlim Nominees Ltd  
Fifty Eight Marshall Street (Pty) Ltd  
Finistere Directors Ltd.  
Finistere Ltd.  
Finistere Secretarial.  
Flashfin (Pty) Ltd  
Florprops (Pty) Ltd  
Fuel Cell IP 1 LLC.  
Fuel Cell IP 2 LLC.  
FutureSpace 61 Katherine (Pty) Ltd  
FutureSpace 96 Rivonia (Pty) Ltd  
Fuzztique (Pty) Ltd  
GFT Directors Ltd.  
GFT Holdings Limited.  
Grayston Prop Number 002 (Pty) Ltd  
Grayston Prop Number 005 (Pty) Ltd  
Guinness Mahon Pension Fund Trustees Limited  
Guinness Flight (Guernsey) Nominees Ltd  
Guinness Mahon Group Ltd  
Guinness Mahon Group Services Ltd  
Guinness Mahon Holdings Ltd  
Haitreo Properties (Pty) Ltd  
Hawkstone Trading Limited  
Hero Nominees Ltd.  
Hev (Guernsey) Ltd  
Hlano Financial Services (Pty)Ltd  
ICF Investments Ltd  
IEB Investments (Pty) Ltd  
IEC Funds Management Pty Limited  
IEC UK Investment Management Limited  
IFG Limited  
Imine Investments (Pty) Ltd  
Investec (Australia) Investment Management Pty Ltd  
Investec (UK) Ltd

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Investec 1 Ltd  
Investec Asset Finance (Capital No 3) Ltd  
Investec Asset Finance (Channel Islands) Limited  
Investec Asset Finance Plc  
Investec Asset Management Taiwan Ltd  
Investec Australia Direct Investments Pty Ltd  
Investec Australia Finance Pty Limited  
Investec Australia Funds Management Ltd  
Investec Australia Ltd  
Investec Australia Property Holdings Pty Ltd  
Investec Australia Property Investments Pty Ltd  
Investec Bank (Channel Island) Nominees Ltd  
Investec Bank (Channel Islands) Ltd  
Investec Bank (Nominees) Ltd  
Investec Bank (Switzerland) AG  
Investec Bank plc  
Investec Business Services (Pty) Ltd  
Investec Capital Asia Ltd  
Investec Capital Markets Limited  
Investec Capital Services (India) Private Ltd  
Investec Capital Solutions Ltd  
Investec Capital Solutions No 1 Limited  
Investec Capital Solutions No.1 Limited  
Investec Captive Insurance Ltd  
Investec Charitable Trustees Pty Ltd  
Investec Click @ Invest Limited  
Investec Credit Finance Private Limited  
Investec CWFH Pty Ltd  
Investec Employee Benefits Holdings Pty Ltd  
Investec Europe Limited  
Investec Finance (Jersey) Ltd  
Investec Finance Limited  
Investec Finance SARL  
Investec GP (Jersey) Ltd  
Investec Group (UK) Ltd  
Investec Group Data (Pty) Ltd  
Investec Group Investments (UK) Ltd  
Investec Holding Company Ltd  
Investec Holdings (Ireland) Ltd  
Investec Holdings Australia Ltd  
Investec Inc.  
Investec Insurance Brokers (Pty) Ltd  
Investec International Holdings (Gibraltar) Ltd  
Investec International Limited  
Investec Investment Trust Plc  
Investec Investments (Pty) Ltd  
Investec Investments (UK) Limited  
Investec Investments Limited  
Investec Ireland Ltd  
Investec Life Ltd  
Investec Markets Nominees (Pty) Ltd  
Investec Plc  
Investec Private Finance Ireland Limited  
Investec Propco Pty Limited  
Investec Property (Pty) Ltd  
Investec Property Group Holdings (Pty) Ltd  
Investec Property Ltd  
Investec Property Management Pty Limited  
Investec Property Services (Pty) Ltd  
Investec Securities (US) LLC.  
Investec Securities Holdings Ireland Limited  
Investec Securities Limited  
Investec Share Nominees (Pty) Ltd  
Investec Share Plan Services (Pty) Ltd  
Investec Singapore Pte Ltd  
Investec Specialist Investments (RF)(Pty)Ltd  
Investec Trust (Pty) Ltd  
Investec USA Holdings Corporation  
Investec Ventures Ireland Limited  
Investec Wealth & Investment (Channel Islands) Ltd  
Investec Wealth and Investment Limited  
Investec Wealth and Investment Management (Pty) Ltd  
Investec Wealth and Investment Trustees Limited  
Investec Wentworth Private Equity Ltd  
Investec Wentworth Pty Ltd  
Investment Administration Nominees Ltd

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Inv-German Retail Ltd  
Invordan Ltd  
Italite Investments (Pty)Ltd  
Itec(Pty)Ltd  
IWI Fund Management Ltd  
IWPE Nominees Pty Ltd  
Kershendale Properties (Pty) Ltd  
KWJ Investments (Pty) Ltd  
Lexshell 519 Investments (Pty) Ltd  
Mann Island Finance Limited.  
Mannum Powerco Pty Ltd  
Metboard Participation Nominees (Pty) Ltd  
Metequity Ltd  
Metropolitan Board Bond Participation Nominees (Pty) Ltd  
Metropolitan Board Nominees Ltd  
MI Vehicle Finance Ltd  
Midrand Town Centre (Pty) Ltd  
Montagprop (Pty) Ltd.  
Natal Mortgages (Pty) Ltd  
Neontar Limited  
Notae Resorts (Pty) Ltd  
Outward VC Fund LLP  
Panarama Properties (UK)Ltd  
Paramount Leasing (Pty) Ltd  
Pea Leasing Ltd  
PEA Leasing Ltd.  
PEP Services (Nominees) Ltd  
PIF Investments Limited.  
Pillemer Properties (Pty) Ltd  
PSV Anjali  
PSV Marine Limited  
PSV Randeep Limited  
Quantum Funding Ltd  
Quay Nominees Ltd  
R & R Nominees Ltd  
R S Trustees Ltd  
R S Trustees Ltd.  
Real Estate and Land Company (Pty) Ltd  
Reichmans Geneva SA  
Rennies Group Ltd  
Rensburg Client Nominees Ltd  
Rensburg Investment Management Ltd  
Rensburg Sheppards Plc  
RI Bayton LLP (Park Sheet Metal)  
Riglioti Share Block (Pty) Ltd  
Robbie De Lange Road Property (Pty) Ltd  
Royal Ascot Property Developments (Pty) Ltd  
SAD Group Services (Pty) Ltd  
SAD Shelf Company No 1 (Pty) Ltd  
Scarwood Nominees Ltd  
Security Executor and Trust Company (Pty) Ltd  
Security Trust Nominees (Pty) Ltd  
Sibvest Ltd  
South Wales Infrastructure Limited  
Spring Nominees Limited  
Surepark Investments Pty Ltd  
SurePark Private Pty Limited  
Surepark Pty Ltd  
Technology Nominees Ltd  
Templewater I G.P.  
Templewater I LP  
Templewater Limited  
The Leasing Acquisition General Partnership.  
TML Financial Solutions Ltd  
Torch Nominees Ltd  
Torteval Funding LLP  
Torteval Funding LLP  
Torteval LM Ltd  
Tresso Trading 119 (Pty) Ltd  
Tudor Nominees Ltd  
Tudortree Properties Ltd  
Tungkillo Powerco Pty Ltd  
US Multifamily GP LLC  
Venture Fund Principals Limited  
Westrust (Pty) Ltd  
Willbro Nominees Limited



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Williams de Broe Limited  
World Axis Management Company (Pty) Ltd  
Xcluspan (Pty) Ltd  
Zebra Aviation Limited

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