

Form 604
Corporations Act 2001 (Act)
Section 671B

Notice of change of interests of substantial holder

<u>To</u> Company Name/Scheme	Openpay Group Ltd
ACN/ARSN	ACN 637 148 200
1. Details of substantial holder (1)	
Name	Program Force Pty Ltd atf Meydan Family Trust No 4, Yemiva Pty Ltd atf Yemiva Trust, BNPL Pty Ltd atf BNPL Trust, Moshe Meydan, Yaniv Meydan and Eido Meydan
ACN/ARSN (if applicable)	Program Force Pty Ltd (ACN 074 617 824), Yemiva Pty Ltd (ACN 620 882 386), BNPL Pty Ltd (ACN 621 311 859)

There was a change in the interests of the substantial holder on 11/06/2020
The previous notice was given to the company on 18/12/2019
The previous notice was dated 18/12/2019

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)
Fully paid ordinary shares	22,781,920	24.29%	22,781,920	21.12%

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
11/06/2020	Program Force Pty Ltd atf Meydan Family Trust No 4 (Program Force)	Dilution due to completion of placement announced on 4 June 2020	N/A	18,956,920 ordinary shares	18,956,920
11/06/2020	Yemiva Pty Ltd atf Yemiva Trust (Yemiva)	Dilution due to completion of placement announced on 4 June 2020	N/A	2,550,000 ordinary shares	2,550,000
11/06/2020	BNPL Pty Ltd atf BNPL Trust (BNPL)	Dilution due to completion of placement announced on 4 June 2020	N/A	1,275,000 ordinary shares	1,275,000
11/06/2020	Moshe Meydan	Dilution due to completion of placement announced on 4 June 2020	N/A	22,781,920 ordinary shares	22,781,920
11/06/2020	Yaniv Meydan	Dilution due to completion of placement announced on 4 June 2020	N/A	22,781,920 ordinary shares	22,781,920

11/06/2020	Eido Meydan	Dilution due to completion of placement announced on 4 June 2020	N/A	22,781,920 ordinary shares	22,781,920
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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	Nature of relevant interest (6)	Class and number of securities	Person's votes
REFER TO ANNEXURE A					

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
N/A	N/A

6. Addresses

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

Name	Address
Program Force Pty Ltd atf Meydan Family Trust No 4	Level 40, 120 Collins Street, Melbourne, Victoria, 3000
Yemiva Pty Ltd atf Yemiva Trust	Level 40, 120 Collins Street, Melbourne, Victoria, 3000
BNPL Pty Ltd atf BNPL Trust	Level 40, 120 Collins Street, Melbourne, Victoria, 3000
Moshe Meydan	c/- Level 40, 120 Collins Street, Melbourne, Victoria, 3000
Yaniv Meydan	c/- Level 40, 120 Collins Street, Melbourne, Victoria, 3000
Eido Meydan	c/- Level 40, 120 Collins Street, Melbourne, Victoria, 3000

Signature

print name MOSHE MEYDAN

capacity Director

sign here



date 15/06/2020

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 on 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.

Annexure A to Form 604

This is Annexure A referred to in the Form 604 (Notice of change of interests of substantial holder), signed by me and dated 12 / 06 / 2020



MOSHE MEYDAN
DIRECTOR

Date: 15 / 06 / 2020

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
Program Force Pty Ltd atf Meydan Family Trust No 4 (Program Force)	Program Force	Program Force	Registered holder of securities under s608(1)(a) of the Corporations Act	18,956,920 ordinary shares	18,956,920
Moshe Meydan	Program Force	Program Force	Moshe Meydan controls Program Force, having regard to s608(2) and s608(5) of the Corporations Act	18,956,920 ordinary shares	18,956,920
Yaniv Meydan	Program Force	Program Force	Yaniv Meydan controls Program Force, having regard to s608(2) and s608(5) of the Corporations Act	18,956,920 ordinary shares	18,956,920
Eido Meydan	Program Force	Program Force	Eido Meydan controls Program Force, having regard to s608(2) and s608(5) of the Corporations Act	18,956,920 ordinary shares	18,956,920
Yemiva Pty Ltd atf Yemiva Trust (Yemiva)	Yemiva	Yemiva	Registered holder of securities under s608(1)(a) of the Corporations Act	2,550,000 ordinary shares	2,550,000
Moshe Meydan	Yemiva	Yemiva	Moshe Meydan controls Yemiva, having regard to s608(2) and s608(5) of the Corporations Act	2,550,000 ordinary shares	2,550,000
Yaniv Meydan	Yemiva	Yemiva	Yaniv Meydan controls Yemiva, having regard to s608(2) and s608(5) of the Corporations Act	2,550,000 ordinary shares	2,550,000
Eido Meydan	Yemiva	Yemiva	Eido Meydan controls Yemiva, having regard to s608(2) and s608(5) of the Corporations Act	2,550,000 ordinary shares	2,550,000
BNPL Pty Ltd atf BNPL Trust (BNPL)	BNPL	BNPL	Registered holder of securities under s608(1)(a) of the Corporations Act	1,275,000 ordinary shares	1,275,000
Moshe Meydan	BNPL	BNPL	Moshe Meydan controls BNPL, having regard to s608(2) and s608(5) of the Corporations Act	1,275,000 ordinary shares	1,275,000
Yaniv Meydan	BNPL	BNPL	Yaniv Meydan controls BNPL, having regard to s608(2) and s608(5) of the Corporations Act	1,275,000 ordinary shares	1,275,000
Eido Meydan	BNPL	BNPL	Eido Meydan controls BNPL, having regard to s608(2) and s608(5) of the Corporations Act	1,275,000 ordinary shares	1,275,000