

Share Purchase Plan Offer Booklet.

You should read this Booklet in full

This Booklet contains important information. You should read this Booklet in full and seek advice from your stockbroker, accountant or other professional adviser if you have any questions about your investment in the Company or about the impact of the transactions described in this Booklet. If you have any questions in relation to how to participate in the SPP after reading this Booklet, please contact the Registry on 1300 819 636 (callers within Australia) or +61 2 8072 1487 (callers outside Australia).

This Booklet does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs.

Not for release to US wire services or distribution in the United States

These materials do not constitute an offer of securities in any place outside Australia or New Zealand. In particular, these materials do not constitute an offer to sell, or a solicitation of an offer to buy, any SPP Shares (as defined below) in the United States or in any jurisdiction in which such an offer would be illegal. SPP Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended or amended from time to time (**Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the SPP Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the Securities Act and any applicable US state securities laws.

You must not send copies of this document or any other material relating to the SPP to any person in the United States, or acting for the account or benefit of a person in the United States, or elsewhere outside Australia and New Zealand.



LETTER FROM THE CHAIR

9 April 2021

Dear fellow Shareholder,

While the trend of declining credit card usage continues to show itself, buy now pay later (or BNPL) payments are gathering speed. Strong strategy and focus on taking Openpay into the world's biggest payments market, sees us with a significant target market – estimated to be worth \$829b¹ in the US alone, and an urgent window of opportunity in which to address it.

This year we've announced substantial progress within the Australian and UK markets, and recently, via agreements with major US aggregators, who can take Openpay into the US on a one to many basis. We are on the cusp of what we consider to be a key inflection point and have presented a highly strategic plan with which to capture meaningful share.

On behalf of the Directors of Openpay Group Ltd (**Company, or Openpay**), I am pleased to offer you the opportunity to participate in the share purchase plan (**SPP**) which was announced on 31 March 2021. The SPP allows Eligible Openpay Shareholders the opportunity to each subscribe for up to \$30,000 worth of new, fully paid ordinary shares in the Company (subject to discretionary scale back) (**SPP Shares**), without incurring brokerage or other transaction costs, on the terms set out in this Booklet (**SPP Offer**).

The SPP is part of a wider capital raising being undertaken by Openpay. As announced on 31 March 2021, the Company received strong support via binding commitments to raise \$37.5 million (before costs) in a two-tranche placement to eligible institutional, sophisticated and professional investors (**Placement**).

The first tranche of the Placement completed on 8 April 2021 and the second tranche is anticipated to complete on 13 May 2021, subject to shareholder approval. Proceeds of the Placement and the SPP will be used for the following purposes:

- **US market development:** integrating the Company's technology platform into US aggregator payment processing systems; tailoring the Company's product with input from the Opy Merchant Advisory Council (OMAC) of leading US merchants; closing late-stage discussions with large-scale aggregators; and preparing for US market launch.
- **UK business development:** supporting ongoing retail vertical growth; executing tech integration into ezyVet's cloud based veterinary practice software to deliver UK healthcare market entry; and progressing into the broader healthcare, automotive and home improvement verticals.
- **Scaling and launching new products in Australia:** through partnerships with one-to-many aggregator partners; and entry into new verticals and additional OpyPro business-to-business (B2B) development opportunities.
- **Working capital and other development:** funding the Company's growing receivables book; build out of platform capabilities; and hiring talent to execute on strategic priorities.

SPP Offer Details

The SPP provides you with the opportunity to increase your holding of fully paid ordinary shares in the Company at the same issue price paid by investors under the Placement, being \$2.03 per SPP Share. The issue price represents a 19.9% discount to the volume weighted average market price of Shares on

¹<https://investors.openpay.com.au/site/PDF/54a0985d-1c1a-489e-8cc3-8b2448b2f64d/Openpayacceleratingglobalexansioninvestorpresentation>

ASX during the 5 trading days on which sales in shares were recorded immediately prior to the announcement date of the SPP (\$2.533).

You may apply for a parcel of SPP Shares valued at \$1,000, \$2,000, \$5,000 and thereafter in \$5,000 increments, up to a maximum of \$30,000 (in aggregate) (subject to discretionary scale back by the Company). Participation in the SPP is optional and open to Eligible Shareholders, being holders of fully paid ordinary shares in the Company at 7:00pm (AEDT) on 30 March 2021 (**Record Date**) and whose address on the Register is in Australia or New Zealand. The SPP is also being extended to Eligible Shareholders who are Custodians to participate in the SPP on behalf of certain Eligible Beneficiaries on the terms and conditions set out in this Booklet. Your right to participate in the SPP is not transferable. All SPP Shares will rank equally with existing Shares in the Company.

The terms and conditions of the SPP and your personalised Application Form are provided in this Booklet.

The SPP is not underwritten and aims to raise approximately \$5 million. If applications for more than this amount are received, the Company may in its discretion accept oversubscriptions above this amount, subject to compliance with the ASX Listing Rules and *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*. The Company may also in its discretion undertake a scale back of applications for SPP Shares. Therefore, you may receive less than the parcel of SPP Shares for which you have applied. Should this happen, the balance of any application money that is not applied to acquire SPP Shares will be refunded to you, without interest.

I urge you to read these materials in their entirety and seek your own financial, taxation and other professional advice in relation to the SPP, before you decide whether to participate.

The SPP opens on 9 April 2021 and is expected to close at 5.00pm (AEST) on 4 May 2021.

To apply for SPP Shares, you must either:

- complete and return your personalised Application Form, together with payment; or
- make a payment directly via BPAY (you do not need to return an Application Form under this option).

If you have any questions in relation to how to participate in the SPP, please contact the Registry on 1300 819 636 (callers within Australia) or +61 2 8072 1487 (callers outside Australia) or consult your financial or other professional adviser.

The window of opportunity for our differentiated 'Buy now. Pay smarter.' approach is open right now. We are moving with urgency through this inflection point, and expect deployment of this funding to lead to a step-change in business performance.

On behalf of the Board of the Company, thank you for your ongoing support.

Yours sincerely

Mr Patrick Tuttle
Independent Chairman
Openpay Group Ltd

1 IMPORTANT INFORMATION

This Booklet does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

The offer of SPP Shares under the SPP is made in accordance with the *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* which grants relief from the requirement to issue a disclosure document for the SPP. In addition, the SPP Shares are not being offered or sold to the public within New Zealand other than to existing shareholders with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*. This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Participation in the SPP is optional and open to Shareholders who are holders on the Record Date of Shares and whose registered address is in Australia or New Zealand. For New Zealand Shareholders, you must still be a Shareholder at the Record Date of the SPP Offer, that is 30 March 2021.

The laws of some countries prohibit or make impracticable participation in the SPP by Shareholders not resident in Australia or New Zealand. Accordingly, the Company has determined that it is not practical for Shareholders who are not resident in Australia or New Zealand to participate in the SPP. The SPP does not constitute an offer of Shares for sale in any jurisdiction other than Australia or New Zealand.

You are not eligible to participate in the SPP if you are in the United States or are acting for the account or benefit of a person in the United States. If you are acting for the account or benefit of a person in the United States, you are not permitted to apply for or acquire SPP Shares for, or for the account or benefit of, that person.

2 KEY DATES FOR THE SPP*

| | |
|--|-----------------------------------|
| Record Date | 7:00 p.m. (AEDT) on 30 March 2021 |
| Opening Date | 9 April 2021 |
| Closing Date | 5.00 p.m. (AEST) on 4 May 2021 |
| Issue of SPP Shares | 13 May 2021 |
| Dispatch of shareholding statements | 14 May 2021 |
| SPP Shares commence trading on ASX | 14 May 2021 |

* Please note, the dates set out above are indicative only and are subject to change without notice to you. Any change in the timetable does not affect any rights or obligations you have as a result of accepting the SPP.

3 KEY SPP INFORMATION

You should read this section in conjunction with the terms and conditions of the SPP set out in section 4, below.

- 1 What is the SPP?**

The SPP is an opportunity for Eligible Shareholders to each subscribe for up to \$30,000 worth of SPP Shares without brokerage or other transaction costs.

Eligible Shareholders may each apply for SPP Shares in parcels valued at \$1,000, \$2,000, \$5,000 and thereafter in \$5,000 increments up to maximum of \$30,000 (in aggregate) (subject to discretionary scale-back).
- 2 Is participation in the SPP compulsory?**

No. Participation in the SPP is entirely voluntary.

Before you decide whether to participate in the SPP, the Company recommends you seek independent financial advice from your stockbroker, accountant or other professional adviser.

If you do not wish to participate in the SPP, do nothing.
- 3 What is the Issue Price of the SPP Shares?**

SPP Shares will be offered at \$2.03 per SPP Share, being the same price paid by investors under the Placement announced on 31 March 2021.

For the purposes of paragraph 7(e)(i) of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, the Issue Price was calculated by applying a 19.9% discount to the 5-day Volume Weighted Average Price (VWAP) of \$2.533. This is the same Issue Price paid by investors under the Placement.

For the purposes of ASX Listing Rule 7.2 (exception 5), the Issue Price (\$2.03) represents a 19.9% discount to the volume weighted average market price of Shares on ASX during the 5 trading days on which sales in Shares were recorded immediately prior to the announcement date of the SPP Offer.

There is a risk that the market price of Shares may rise or fall between the date of this Booklet and the time of issue of the SPP Shares under the SPP. This means that the price you pay for the SPP Shares issued to you may be less than or more than the market price of Shares at the date of this Booklet or the time of issue.

Your Application is unconditional and may not be withdrawn even if the market price of Shares is less than the Issue Price.
- 4 Who is eligible to participate in the SPP?**

An Eligible Shareholder, being a registered holder of Shares on the Record Date with a registered address in either Australia or New Zealand is eligible to participate in the SPP, unless such Shareholder is in the United States or is acting for the account or benefit of a person in the United States (in which case such Shareholder will not be eligible to participate in

respect of the SPP Shares held for the account or benefit of that person in the United States).

The SPP is also being extended to Eligible Shareholders who are Custodians to participate in the SPP on behalf of Eligible Beneficiaries on the terms and conditions provided in this Booklet.

- 5 Can my SPP Offer be transferred to a third party?** No. The SPP Offer is non-renounceable and cannot be transferred.
- 6 How much can I invest under the SPP?** Eligible Shareholders may apply for SPP Shares in parcels of Shares with a dollar value of \$1,000, \$2,000, \$5,000 and thereafter in \$5,000 increments to a maximum of \$30,000 (in aggregate) (subject to discretionary scale back by the Company).
- The SPP will be conducted in compliance with ASX Listing Rule 7.2 (exception 5).
- The Company, in its absolute discretion, may accept oversubscriptions above the targeted amount (\$5 million) or may scale-back applications for SPP Shares. If a scale-back takes place, you may receive less than the parcel of SPP Shares for which you applied.
- By applying for the SPP Shares you certify that the value of these SPP Shares and any other Shares issued to you, or a Custodian on your behalf, under any similar arrangement in the 12 months before the application do not exceed \$30,000.
- 7 Why can I only subscribe for up to \$30,000 worth of SPP Shares?** *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* restricts the value of SPP Shares that can be issued to you or a Custodian on your behalf under any similar arrangement to \$30,000 per Eligible Shareholder in any 12 consecutive months.
- 8 What if there is a Shortfall under the SPP?** If there is a Shortfall in the subscription for SPP Shares under the SPP, the Directors of the Company reserve the right to issue the SPP Shares that comprise of the Shortfall to Institutional Investors at their absolute discretion, to the extent that any such placement of SPP Shares under the Shortfall can be made by the Company having regard to the ASX Listing Rules.
- 9 How do I apply for SPP Shares?** If you wish to participate in the SPP, you need to do one of the following.
- Option 1: Pay via BPAY®**
- To pay via BPAY you will need to:
- be an account holder with an Australian financial institution;

- use the personalised reference number shown on your Application Form which is required to identify your shareholding; and
- ensure that your payment is received by the Registry before the Closing Date. Shareholders should be aware that their own financial institution may implement an earlier cut-off time for processing BPAY payments.

If you are paying via BPAY there is no need to return the Application Form but you will be taken to have made the statements and certifications that are set out in the Application Form.

Option 2: Pay by EFT

You can make a payment via Electronic Funds Transfer “EFT”. Multiple acceptances must be paid separately. Applicants should be aware of their financial institution’s cut-off time and any associated fees with processing a funds transfer.

Please ensure you use your unique payment reference number located on the Application Form. This will ensure your payment is processed correctly.

Your unique payment reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such New Shares for which you have paid.

Applicants should be aware of their financial institution’s cut-off time (the payment must be made to be processed overnight) and it is the Applicant’s responsibility to ensure funds are submitted correctly by the closing date and time.

10 What are the key dates for the SPP?

The key dates for the SPP are set out in section 2, above.

Please note, the dates set out above are indicative only. The Company reserves the right to vary the dates and times set out above, subject to the Corporations Act and other applicable requirements without notice to you. Any change in the timetable does not affect any rights or obligations you have as a result of accepting the SPP.

11 What are the rights attached to SPP Shares issued under the SPP?

SPP Shares will rank equally with other Shares as at the Issue Date.

12 What do I do if I am a Custodian?

The SPP is being extended to Eligible Shareholders who are Custodians and who wish to apply for SPP Shares on behalf of certain Eligible Beneficiaries and on the instructions of a Downstream Custodian.

The SPP is being offered to Custodians as the registered Shareholder. Custodians are not required to participate on

behalf of their Eligible Beneficiaries. Custodians may choose whether or not to extend the SPP to their Eligible Beneficiaries.

If you wish to apply as a Custodian under the SPP to receive SPP Shares for one or more Eligible Beneficiaries, you must complete and submit an additional Custodian Certificate that contains further certifications and details (as required under the terms of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*) before your Application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected.

By applying as a Custodian on behalf of Eligible Beneficiaries to purchase SPP Shares, you certify (amongst other things) that each Eligible Beneficiary has not exceeded the \$30,000 limit.

Custodians are not permitted to participate in the SPP on behalf of, and must not distribute this Booklet or any documents (including the Application Form) relating to this SPP to, any person in the United States.

13 Where can I get more information on the SPP?

If you have any questions in relation to how to participate in the SPP, please contact the Registry on 1300 819 636 (callers within Australia) or +61 2 8072 1487 (callers outside Australia) or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in the Company through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

14 What costs are associated with the SPP?

There are no brokerage, commissions or other transaction costs payable by Eligible Shareholders in relation to the application for and the issue of, SPP Shares.

4 TERMS AND CONDITIONS OF THE SPP

Important Notice: If you participate in the SPP by completing and returning the Application Form or by making a payment by BPAY, you are accepting the risk that the market price of Shares may change between the Record Date, the date on which you send in the Application Form or make a payment by BPAY and the Issue Date. This means that, up to and/or after the Issue Date, you may be able to buy Shares on the ASX at a lower price or higher price (depending on the market price of Shares on the relevant day) than the Issue Price.

Please read these terms and conditions carefully, as you will be bound by them in participating in the SPP. Shareholders accepting the SPP Offer will also be bound by the Constitution.

The key dates set out in section 2, above, and the key SPP information set out in section 3, above, form part of these terms and conditions. Capitalised terms have the meaning provided in the glossary set out in section 0, below, unless the context requires otherwise.

4.1 SPP Offer

- (a) The Company offers each Eligible Shareholder the opportunity to purchase a parcel of SPP Shares valued at \$1,000, \$2,000, \$5,000 and thereafter in \$5,000 increments, up to a maximum of \$30,000 (in aggregate) under the SPP subject to and in accordance with these terms and conditions.
- (b) The SPP Offer will open on the Opening Date and close on the Closing Date.
- (c) If you choose not to participate in the SPP, your right to participate lapses on the Closing Date (or such other date as the Company determines).
- (d) The SPP Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.
- (e) The SPP Offer is non-renounceable and non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase SPP Shares to a third party.
- (f) All references to “\$” or “dollars” in these terms and conditions are references to Australian dollars unless otherwise indicated.

4.2 Eligible Shareholders

- (a) You are eligible to participate in the SPP Offer if you:
 - (i) were registered on the Register as a Shareholder on the Record Date; and
 - (ii) have a registered address in either Australia or New Zealand at that time; and
 - (iii) are not in the United States, and are not acting for the account or benefit of a person in the United States. If you are acting for the account or benefit of a person in the United States, you will not be eligible to participate in respect of the SPP Shares held for the account or benefit of that person.
- (b) The SPP Offer is not made to Shareholders with a registered address outside of Australia or New Zealand.

4.3 Joint holders/Custodians

- (a) If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification given by any of them is taken to be a certification given by all of them.

- (b) Subject to these terms and conditions, Eligible Shareholders who are Custodians may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian is holding Shares.

4.4 Applications for SPP Share

- (a) Eligible Shareholders may apply for a parcel of SPP Shares valued at \$1,000, \$2,000, \$5,000 and thereafter in \$5,000 increments, up to a maximum of \$30,000 (in aggregate) (subject to discretionary scale-back by the Company as described in clause 4.9 of this section 4).
- (b) No brokerage or other transaction costs will apply to the acquisition of SPP Shares.
- (c) Eligible Shareholders who wish to apply for SPP Shares must either:
 - (i) make a payment via BPAY in accordance with the instructions on the Application Form so that it is received prior to the Closing Date; or
 - (ii) make a payment via EFT in accordance with the instructions on the Application Form so that it is received prior to the Closing Date.
- (d) Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for SPP Shares but may not apply for SPP Shares with an aggregate value of more than \$30,000.
- (e) If you wish to subscribe for SPP Shares as a Custodian for one or more Eligible Beneficiaries, you must also complete and submit an additional Custodian Certificate that contains further certifications and details (required under the terms of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*) before your Application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected. Contact the Registry on 1300 819 636 (callers within Australia) or +61 2 8072 1487 (callers outside Australia) to receive the Custodian Certificate.
- (f) The Company, its officers and agents, may accept or reject your Application for SPP Shares at its discretion in whole or in part including, without limitation, if:
 - (i) your Application does not comply with these terms and conditions;
 - (ii) it appears you are not an Eligible Shareholder;
 - (iii) your Application Form and cheque or BPAY payment is not received by the Registry by the Closing Date;
 - (iv) if paying by cheque, your Application Form is incomplete or incorrectly completed or is otherwise determined by the Company to be invalid;
 - (v) if you apply on behalf of an Eligible Beneficiary but do not provide a signed Custodian Certificate;
 - (vi) if you apply on behalf of an Eligible Beneficiary but provide an incomplete or incorrectly completed Custodian Certificate;
 - (vii) your cheque is dishonoured or has been incorrectly completed;
 - (viii) it appears that you are applying to purchase more than \$30,000 worth of SPP Shares and Shares in aggregate (including as a result of Shares you hold directly, jointly or through a custodian or nominee arrangement) in the 12 months period prior to making the Application; or

- (ix) payment of the Application Monies is not submitted in Australian currency or, if payment is made by cheque, the cheque is not drawn on an Australian financial institution.
- (g) If the Company rejects your Application in whole or in part, the Company will (in its sole discretion):
 - (i) refund the amount of your Application Monies applied to payment for SPP Shares; or
 - (ii) allot to you the number of SPP Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your Application Monies and refund to you the excess amount of your Application Monies.
- (h) If you are entitled to a refund of all or any of your Application Monies, the refund will be paid to you, without interest, as soon as is practicable, by direct credit or cheque to your address shown on the Register, in accordance with the requirements of the Corporations Act.

4.5 Issue Price

- (a) The Issue Price will be \$2.03 per SPP Share being the same price paid by investors under the Placement announced on 31 March 2021.
- (b) For the purposes of paragraph 7(e)(i) of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, the Issue Price was calculated by reference to the Issue Price paid by investors under the Placement.
- (c) For the purposes of ASX Listing Rule 7.2 (exception 5), the Issue Price (\$2.03) represents a 19.9% discount to the volume weighted average market price of Shares on ASX during the 5 trading days on which trades in the Shares were made immediately prior to the announcement date of the SPP Offer.
- (d) In accordance with the requirements of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, the Company confirms that the Issue Price is lower than the market price of the Company's Shares during a "specified period" (being the 5 trading days immediately prior to the announcement date of the SPP Offer). The market price of the Shares in the Company may rise and fall between the date of the SPP Offer and the date that any Shares are allotted to you as a result of your acceptance of the SPP Offer.
- (e) The current Share price can be obtained from the ASX and is listed in the financial and business section of major daily newspapers circulating in Australia.
- (f) You agree to pay the Issue Price per SPP Share for the number of SPP Shares you have applied for or, if there is a scale-back, the number of SPP Shares calculated under clause 4.9 of this section 4.

4.6 Number of SPP Shares to be issued

- (a) If you apply for SPP Shares, you will apply for a certain value, rather than a certain number, of SPP Shares. If your Application is accepted, the Company will divide the value of your Application Monies by the Issue Price in order to determine the number of SPP Shares that, subject to scale-back, will be issued to you.
- (b) If this calculation produces a fractional number, the number of SPP Shares issued will be rounded down to the nearest whole SPP Share (refer to clause 4.9 of this section 4 for more information on rounding).

4.7 Issue

- (a) SPP Shares will be issued on the Issue Date.
- (b) SPP Shares will rank equally with existing Shares as at the Issue Date.
- (c) The Company will apply to ASX for the quotation of SPP Shares. It is anticipated that SPP Shares will be quoted on or shortly after the Issue Date.
- (d) The Registry will send you a holding statement, confirming the number of SPP Shares issued to you.

4.8 Acknowledgements

- (a) By returning an Application Form with a cheque or making a payment via BPAY or EFT, you:
 - (i) irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms and conditions of the Application Form (if applicable) and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
 - (ii) warrant that all details and statements in your Application are true and complete and not misleading;
 - (iii) agree that your Application will be irrevocable and unconditional (that is, it cannot be withdrawn);
 - (iv) warrant that you are an Eligible Shareholder and are eligible to participate in the SPP;
 - (v) acknowledge that no interest will be paid on any Application Monies held pending the issue of SPP Shares or subsequently refunded to you for any reason;
 - (vi) acknowledge that the Company, its officers and agents are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
 - (vii) acknowledge and agree that:
 - (A) you are not in the United States and are not acting for the account or benefit of a person in the United States (in the event that you are acting for the account or benefit of a person in the United States, you are not applying for, or acquiring, any SPP Shares for the account or benefit of that person);
 - (B) the SPP Shares have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the SPP Shares may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the Securities Act and any applicable US state securities laws;
 - (C) you have not, and will not, send this Booklet or any materials relating to the SPP to any person in the United States or elsewhere outside Australia and New Zealand;
 - (D) if in the future you decide to sell or otherwise transfer the SPP Shares, you will only do so in regular way for transactions on the ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and

- (E) if you are acting as a trustee, nominee or Custodian, each Eligible Beneficiary on whose behalf you are applying for and acquiring SPP Shares is resident in Australia or New Zealand and is not in the United States, and you have not sent this Booklet, or any materials relating to the SPP, to any person outside Australia and New Zealand;
- (viii) if you are applying on your own behalf (and not as a Custodian) acknowledge and agree that:
 - (A) you are not applying for SPP Shares with Application Monies of more than \$30,000 under the SPP (including by instructing a Custodian to acquire SPP Shares on your behalf under the SPP);
 - (B) the total of Application Monies for the following does not exceed \$30,000:
 - (I) the SPP Shares the subject of the Application;
 - (II) any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the Application;
 - (III) any other SPP Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
 - (IV) any other Shares issued to a Custodian in the 12 months before the Application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the SPP;
- (ix) if you are a Custodian and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
 - (A) you are a Custodian (as that term is defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*);
 - (B) you held Shares on behalf of the Eligible Beneficiary or Downstream Custodian as at the Record Date who has instructed you to apply for SPP Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this Booklet;
 - (C) you are not applying for SPP Shares on behalf of any Eligible Beneficiary or Downstream Custodian with Application Monies of more than \$30,000 under the SPP and similar arrangement in the 12 months before this Application; and
 - (D) the information in the Custodian Certificate submitted with your Application is true, correct and not misleading;
- (x) accept the risk associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on the Register;
- (xi) are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque for payment which is dishonoured;
- (xii) agree to be bound by the Constitution (as amended and as it may be amended from time to time in the future);
- (b) acknowledge that none of the Company, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;

- (c) you authorise the Company, and its officers and agents, to do anything on your behalf necessary for SPP Shares to be issued to you in accordance with these terms and conditions;
- (d) you acknowledge that the Company may at any time irrevocably determine that your Application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective; and
- (e) you authorise the Company, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application by the insertion of any missing minor detail.

4.9 Scale-back

- (a) The SPP will be conducted in compliance with ASX Listing Rule 7.2 (exception 5). As the SPP is not underwritten, the SPP may raise more or less than targeted amount (\$5 million). In the event that subscriptions for more than \$5 million are received for the SPP, the Company may decide in its absolute discretion to conduct a scale-back of applications.
- (b) The scale-back of may be applied to the extent and in the manner the Company sees fit, which may include taking into account a number of factors, such as the size of an applicant's shareholding at the Record Date, the extent to which the applicant has sold or purchased shares since the Record Date, whether the applicant has multiple registered holdings, the date on which the application was made and the total applications received from eligible shareholders.
- (c) If there is a scale-back you may receive less than the parcel of SPP Shares for which you have applied.
- (d) If a scale-back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be allotted will be rounded down to the nearest whole number of SPP Shares. Unless the Company exercises its right to scale-back Applications or refunds amounts by reason of not receiving one of the amounts designated on the Application Form (in which case, it will return any excess Application Monies to you by cheque), the Company will retain any excess Application Monies and pay such amount as a donation to a charity nominated by the Company.
- (e) Any Application Monies received that are to be refunded, must be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act.

4.10 Shortfall

The offer under the SPP is not underwritten. To the extent that there is a shortfall in the subscription for SPP Shares under the SPP (**Shortfall**), the Directors of the Company reserve the right to issue the SPP Shares that comprises of the Shortfall to Institutional Investors at their absolute discretion, to the extent that any such placement of SPP Shares under the Shortfall can be made by the Company having regard to the ASX Listing Rules.

4.11 Dispute resolution

- (a) The Company may settle, in any manner it deems, any difficulties, anomalies, or disputes which may arise in connection with the operation of the SPP whether generally or in relation to any participant or any Application for SPP Shares, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.
- (b) The powers of the Company under these terms and conditions may be exercised by the Directors or any delegate or representative of the Directors.

4.12 Variation and termination

- (a) The Company reserves the right at any time to:
 - (i) amend or vary these terms and conditions;
 - (ii) waive strict compliance with any provision of these terms and conditions;
 - (iii) withdraw the SPP Offer or suspend or terminate the SPP;
 - (iv) vary the timetable for the SPP, including the Closing Date; and
 - (v) not accept an Application, not issue SPP Shares or issue SPP Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian applying on behalf of its Eligible Beneficiaries or Downstream Custodian).
- (b) In the event that the SPP is withdrawn or terminated, all Application Monies will be refunded as soon as practicable in accordance with the requirements of the Corporations Act. No interest will be paid on any money returned to you.

4.13 Privacy policy

- (a) Chapter 2C of the Corporations Act requires information about you as a shareholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a shareholder.
- (b) The Company and the Registry may collect personal information to process your Application, implement the SPP and administer your Shareholding. The personal information contained in the Register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.
- (c) Your personal information may be disclosed to joint investors, the Registry, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of the Company and its agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.
- (d) The Registry's privacy policy is available on its website: <https://www.automicgroup.com.au/privacy-policy/>.

4.14 Governing law

- (a) These terms and conditions are governed by the laws in force in New South Wales.
- (b) Any dispute arising out of, or in connection with, these terms and conditions, or the SPP Offer, will be determined by the courts of New South Wales.
- (c) By accepting the SPP Offer, you agree to submit to the non-exclusive jurisdiction of the courts in New South Wales.
- (d) Other terms and conditions, rights and obligations of SPP Shares are contained in the Constitution of the Company.
- (e) The terms and conditions of the SPP prevail to the extent of any inconsistency with the Application Form.

Glossary

In this Booklet, the following capitalised terms have the following meanings (unless the context requires otherwise).

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| Application | your application for SPP Shares under this SPP. |
| Application Form | your personalised application form enclosed with this Booklet. |
| Application Monies | the monies received from each Eligible Shareholder. |
| ASIC | Australian Securities & Investments Commission. |
| ASX | ASX Limited ACN 008 624 691 or the market operated by it as the context requires. |
| ASX Listing Rules | the official listing rules of ASX, as amended or replaced from time to time. |
| Automatic Registry Services | Automatic Pty Ltd ABN 27 152 260 814. |
| Beneficiary | either or both of the following: <ul style="list-style-type: none">• one or more persons on whose behalf a Custodian holds Shares; and/or• another custodian (a Downstream Custodian) on whose behalf a Custodian holds Shares where the Downstream Custodian holds the beneficial interests in the Shares on behalf of one or more persons. |
| Booklet | this SPP offer booklet. |
| Closing Date | 5:00pm (AEST) on 4 May 2021, or such other date as the Company determines. |
| Company | Openpay Group Ltd ACN 637 148 200. |
| Constitution | the constitution of the Company as amended or replaced from time to time. |
| Corporations Act | the <i>Corporations Act 2001</i> (Cth). |
| Custodian | a custodian as defined in clause 4 of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> . |
| Custodian Certificate | a certificate complying with clause 8(3) of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> . |
| Director | a director of the Company. |
| Downstream Custodian | a downstream custodian as defined in clause 8 of <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> . |

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| Eligible Beneficiary | a Beneficiary of a Custodian with a registered address in either Australia or New Zealand as at the Record Date, provided that such Beneficiary is not in the United States. |
| Eligible Shareholder | a Shareholder who is a registered holder of Shares on the Record Date with a registered address in either Australia or New Zealand unless such Shareholder is in the United States or is acting for the account or benefit of a person in the United States (in which case such Shareholder will not be eligible to participate in respect of the SPP Shares held for the account or benefit of that person in the United States) |
| Institutional Investor | includes sophisticated investors pursuant to s 708(8) of the Corporations Act and professional investors pursuant to s 708(11) of the Corporations Act. |
| Issue Date | 13 May 2021, or such other date as the Company determines. |
| Issue Price | \$2.03, being the price per SPP Share. |
| Offer Period | the period commencing on the Opening Date and ending on the Closing Date. |
| Opening Date | 9 April 2021. |
| Placement | the two-tranche placement of new Shares to raise \$37.5 million, announced on 31 March 2021. |
| Record Date | 7.00pm (AEDT) on 30 March 2021. |
| Register | the register of Shareholders. |
| Registry | Automic Registry Services. |
| Securities Act | the United States Securities Act 1933, as amended or replaced from time to time. |
| Share | a fully paid ordinary share in the Company. |
| Shareholder | a registered holder of a Share. |
| Shortfall | has the meaning in clause 4.10 of section 4 of this Booklet. |
| SPP | the share purchase plan offer made to Eligible Shareholders under this Booklet. |
| SPP Offer | the offer for Eligible Shareholders to purchase up to \$30,000 worth of SPP Shares under the SPP on the terms set out in this Booklet. |
| SPP Shares | the new Shares offered under the SPP. |

5 CORPORATE DIRECTORY

Company

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Registry

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