Level 9, 469 La Trobe Street
Melbourne, Victoria, Australia

ASX Announcement

14 October 2022

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Notice of Annual General Meeting (**Notice**) and related documents

MELBOURNE Australia, 14 October 2022: Openpay Group Ltd (ASX: OPY) (**Openpay**) advises that the following documents, in relation to its Annual General Meeting, were dispatched to Shareholders today in accordance with their communication preference:

- Letter to Shareholders in relation to the Notice;
- Notice; and
- Proxy Form.

Authorised by:
The Board of Directors
Openpay Group Ltd

For further information, please contact:

Investors	**Media**
Aline van Deventer Head of Investor Relations & Communications investors@openpay.com.au	Aline van Deventer Head of Investor Relations & Communications media@openpay.com.au

About Openpay

Openpay Group Ltd (ASX: OPY) is a fast-growing and highly differentiated fintech solution provider. The Company supports both B2C and B2B platforms.

Openpay's B2C platform is an embedded finance solution delivering flexible repayment plans that help manage cashflow and household budgeting. Plans range from 2–24 months and enable transactions up to $20,000. Openpay is accepted in verticals including: Automotive, Healthcare, Retail, Home Improvement and Education.

Openpay's B2B platform, OpyPro, is a SaaS solution that enables merchants to manage their trade accounts via an end-to-end digitised platform enabling transactions in-store and online. The platform supports the application and onboarding process, ongoing account management and business processing, including invoicing, remittance, and reconciliation.

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Annual General Meeting – Letter to Shareholders

Openpay Group Limited (ASX:OPY) (the **Company**) advises that an Annual General Meeting of Shareholders (**AGM**) will be held at 11:00am (AEDT) on Tuesday, 15 November 2022 at Level 5, 126 Phillip Street, Sydney, NSW 2000 and as a **virtual meeting** (**Virtual AGM**).

The Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form (in accordance with Part 1.2AA of the *Corporations Act 2001*). The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at investors.openpay.com.au/site/investor-centre/annual-general-meeting, or at the Company's ASX market announcements page (ASX: OPY).

By the time this letter is received by Shareholders circumstances may have changed but the Notice is given based on circumstances as at 14 October 2022. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at investors.openpay.com.au/site/investor-centre/asx-announcements. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Virtual AGM

The Company is pleased to provide shareholders with the opportunity to attend and participate in the Virtual AGM through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the AGM** to avoid any delays on the day. An account can be created via the following link investor.automic.com.au and then clicking on "register" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Your vote is important

The business of the AGM affects your shareholding and your vote is important.

To vote in person, attend the AGM on the date and at the place set out above.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the AGM.

Shareholders attending the meeting virtually and wishing to vote on the day of the meeting can find further instructions on how to do so in the Notice. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: 1. Log into the Automic website using the holding details as shown on the Proxy Form. 2. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Complete the enclosed Proxy Form and post it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Complete the enclosed Proxy Form and deliver it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Complete the enclosed Proxy Form and email it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the AGM. **Proxy Forms received later than this time will be invalid.**

The Chair intends to vote all open proxies in favor of all resolutions, where permitted.

Yours Faithfully,

Ed Bunting
Company Secretary

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Notice of 2022 Annual General Meeting

Openpay Group Limited Notice of Meeting and Explanatory Statement

Tuesday, 15 November 2022, 11:00 AM (AEDT)

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Important Information for Shareholders about the Company's 2022 AGM

This Notice is given based on circumstances as at 14 October 2022. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at https://investors.openpay.com.au/site/content/.

Shareholders are urged to monitor the ASX announcements platform and the Company's website.

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Venue and Voting Information.

The Annual General Meeting of Shareholders (**AGM**) to which this Notice of Meeting relates will be held at 11am (AEDT) on Tuesday 15 November 2022 at Level 5, 126 Phillip Street, Sydney, NSW, 2000 and as a **virtual meeting (Virtual AGM)**.

The Company is pleased to provide Shareholders with the opportunity to attend and participate in the Virtual AGM through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Virtual AGM** to avoid any delays on the day of the AGM. An account can be created via the following link investor.automic.com.au and then clicking on "**register**" and following the prompts. Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the Virtual AGM on the day:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the Virtual AGM to ensure there is no delay in attending the AGM.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the Virtual Meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to access registration.
4. Click on "**Register**" and follow the steps.
5. Click on the URL to join the webcast where you can view and listen to the Virtual Meeting. Note that the webcast will open in a separate window.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the Virtual Meeting.

Shareholders are also encouraged to submit questions in advance of the AGM to the Company.

Questions must be submitted in writing to the Company Secretary at companysecretary@openpay.com.au at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the AGM in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the AGM affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the AGM on the date and at the place set out above.

Voting virtually at the AGM

Shareholders who wish to vote virtually on the day of the AGM can do so in the Virtual Meeting through the online meeting platform powered by Automic.

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Once the Chair of the AGM has declared the poll open for voting click on "Refresh" within the platform to be taken to the voting screen.

Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted

For further information on the live voting process please see the **Registration and Voting Guide** at https://www.automicgroup.com.au/virtual-agms/

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: 1. Login to the Automic website using the holding details as shown on the Proxy Form. 2. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the **Online Proxy Lodgement Guide** at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy Form must be received not later than 48 hours before the commencement of the AGM. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to Automic.

Corporate Representatives

If a representative of a corporate Shareholder or a corporate proxy will be attending the AGM, the representative should bring to the AGM adequate evidence of their appointment, unless this has previously been provided to Automic.

Notice of Annual General Meeting.

Notice is hereby given that an Annual General Meeting of Shareholders (**AGM**) of Openpay Group Ltd ACN 637 148 200 will be held at **11am** (AEDT) on **Tuesday 15 November 2022 at Level 5, 126 Phillip Street, Sydney, NSW, 2000** and as a **virtual meeting**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the AGM are those who are registered Shareholders at 11am (AEDT) on Sunday 13 November 2022.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the AGM to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

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Resolutions

Remuneration Report

1. **Resolution 1** – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2022."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voter**). However, the Company need not disregard a vote if:

(a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and

(b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the AGM (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the Chair to vote "against", or to abstain from voting on, this Resolution.

Re-election of Directors

2. **Resolution 2** – Re-election of Yaniv Meydan as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That Yaniv Meydan, a Director who retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election as a Director of the Company, effective immediately."

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ASX Listing Rule 7.1A (Additional 10% Capacity)

3. **Resolution 3** – ASX Listing Rule 7.1A Approval of Future Issue of Securities

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

(a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Ratification of Prior Issue of SPP Shares

4. **Resolution 4** – Ratification of Prior Issue of SPP Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 16,095,669 fully paid ordinary shares issued on 16 August 2022 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

(a) a person who participated in the issue or is a counterparty to the agreement being approved; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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Adoption of Equity Incentive Plan

5. **Resolution 5** – Adoption of Equity Incentive Plan

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)) and sections 259B(2) and 260C(4) of the Corporations Act, and for all other purposes, the Shareholders of the Company approve the adoption of the Equity Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

(a) a person who is eligible to participate in the Equity Incentive Plan; or

(b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

(a) the proxy is either:

a) a member of the Company's Key Management Personnel; or

b) a closely related party of a member of the Company's Key Management Personnel; and

(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair of the Meeting; and

(b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

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Insertion of Takeover Approval Provisions

6. **Resolution 6 –** Insertion of Takeover Approval Provisions

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **Special Resolution**:

"That, for the purposes of section 648G and 136(2) of the Corporations Act and for all other purposes, approval be given for the Company to modify its Constitution by inserting the takeover approval provisions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting, with effect from the conclusion of the meeting for a period of 3 years."

Other Company Changes – Amendment to Constitution

7. **Resolution 7** – Amendment to Constitution

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **Special Resolution**:

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to amend its Constitution in the manner set out in the Explanatory Statement, with effect from the conclusion of the meeting."

BY ORDER OF THE BOARD

Ed Bunting
Company Secretary

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Explanatory Statement.

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting (**AGM**) to be held at 11am (AEDT) on Tuesday 15 November 2022 at Level 5, 126 Phillip Street, Sydney, NSW, 2000 and as a **virtual meeting (Virtual AGM**).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the AGM are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the AGM will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

Shareholders may view the Company Annual Financial Report on its website at https://investors.openpay.com.au/site/content/. In accordance with the Corporations Act, the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the AGM. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary at companysecretary@openpay.com.au. A list of qualifying questions will be made available at the AGM.

Please note that all written questions must be received at least five business days before the Meeting, which is by Tuesday 8 November 2022.

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Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at https://investors.openpay.com.au/site/content/.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2023 Annual General Meeting (**2023 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2023 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2023 AGM. All of the Directors who were in office when the 2023 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and the Proxy Form authorises the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP. In submitting a Proxy Form which authorises the Chair to exercise the proxy, without indicating a different voting intention in relation to Resolution 1, you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read the Proxy Form carefully and to provide a direction to the proxy on how to vote on this Resolution.

Directors' recommendation

The Directors recommend that Shareholders vote for this Resolution.

Voting intention

The Chair of the AGM intends to vote all available and undirected proxies in favour of Resolution 1.

Re-election of Director

Resolution 2 – Re-election of Yaniv Meydan as Director

The Company's Constitution requires that a Director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years, following that Director's last election or appointment.

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ASX Listing Rule 14.4 also provides that each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Yaniv Meydan was appointed a Director of the Company on 30 October 2019 and has not sought re-election since appointment.

Under this Resolution, Mr Meydan has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Mr Meydan is a co-founder of Openpay and has extensive experience in structured and property finance, receivables financing and business operations both globally and in Australia.

Mr Meydan has been the CEO of the Meydan Group since 2004. He is responsible for the Meydan Group's worldwide operations. Mr Meydan has a key role in the strategic and senior management of all of the Meydan Group's finance, operational and new business activities within Australia and international markets.

Directors' recommendation

The Directors (excluding Yaniv Meydan) recommend that Shareholders vote for this Resolution.

Voting intention

The Chair of the AGM intends to vote all available and undirected proxies in favour of Resolution 1.

ASX Listing Rule 7.1A

Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently $300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately $44.24 million and therefore is an eligible entity. If at the time of the AGM the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

The following information is provided to Shareholders for the purposes of Listing Rule 7.3A.

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Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

(a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;

(b) the time and date of the entity's next annual general meeting; and

(c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

(a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and

(b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period. However, if Shareholders approve this Resolution and the Company does raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for working capital and growth initiatives.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

(a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and

(b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		$0.09 50% decrease in issue price	$0.18 issue price[b]	$0.36 100% increase in issue price
"A" is the number of shares on issue, being 231,910,272 Shares[a]	10% voting dilution[c]	23,191,027	23,191,027	23,191,027
	Funds raised	$2,087,192	$4,174,385	$8,348,770
"A" is a 50% increase in shares on issue, being 347,865,408 Shares	10% voting dilution[c]	34,786,541	34,786,541	34,786,541
	Funds raised	$3,130,789	$6,261,577	$12,523,155
"A" is a 100% increase in shares on issue, being 463,820,544 Shares	10% voting dilution[c]	46,382,054	46,382,054	46,382,054
	Funds raised	$4,174,385	$8,348,770	$16,697,539

Notes:

(a) Based on the total number of fully paid ordinary Shares on issue as at 30 September 2022.

(b) Based on the closing price of the Company's Shares on ASX as at 30 September 2022.

(c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.

(d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.

(e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

(a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;

(b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);

(c) the potential effect on the control of the Company;

(d) the Company's financial position and the likely future capital requirements; and

(e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian

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Financial Services Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company has issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM. Details of these issues or agreements to issue are set out in the table below:

Number/Class of equity securities issued	Terms of the securities issued	Price and discount to closing market price on the date of issue (if any) or agreement to issue	Consideration details	Allottees of the securities
Issued on 30 May 2022				
13,135,894 fully paid ordinary shares	Issue of shares to institutional and sophisticated investors under a placement announced by the Company on 23 May 2022. The placement was completed by utilising existing capacity under ASX Listing Rule 7.1 and 7.1A. The shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.	Closing market price on the date of issue was 24 cents. Issue price of 24 cents per share, which represents a nil discount.	Cash consideration of $3,152,614 Funds have been and will be used to support Openpay's ANZ strategy, including: (i) acquisition of new merchants at scale in ANZ; (ii) acquisition of new customers at scale and increasing customer retention in ANZ; (iii) platform and technology enhancements; (iv) contribution to rapidly growing receivables book in ANZ; and (v) working capital in a rapid growth business, and facility repayment.	Institutional and sophisticated investors
Total equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 1`2 months prior to AGM ("A")			13,135,894	
Percentage that "A" represents based on the total number of equity securities on issue at the commencement of that 12 month period (fully diluted)			9.44%	

Special Resolution

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Voting intention

The Chair of the AGM intends to vote all available and undirected proxies in favour of Resolution 3.

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Ratification of Prior Issue of SPP Shares

Resolution 4 – Ratification of Prior Issue of SPP Shares

Background

The Company has recently completed a Share Purchase Plan (**SPP**) the results of which were announced on 16 August 2022. Under the SPP, the Company raised $5.863 million and issued 24,429,003 fully paid ordinary shares at $0.24 per share under the terms of the SPP on 16 August 2022 to subscribers in the SPP.

The terms of the SPP did not fall within exception 5 of Listing Rule 7.2. This Listing Rule provides an exception to listed entities being required to utilise their placement capacity under Listing Rule 7.1 or Listing Rule 7.1A for securities issued under a securities purchase plan, provided:

- the issue satisfies the conditions in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**Regulatory Instrument**);
- the number of securities to be issued is not greater than 30% of the number of fully paid ordinary securities already on issue; and
- the issue price of the securities is at least 80% of the volume weighted average price (**VWAP**) for securities in that class calculated over the last five (5) days on which sales in the securities were recorded, either before the day on which the issue was announced or before the day on which the issue was made.

The issue price of $0.24 was less than 80% of the five day VWAP, and as such the issue of the shares under the SPP was not eligible for exception 5 under Listing Rule 7.2. Accordingly, the Company issued the shares under the SPP in accordance with the following:

1) 8,333,334 shares were issued under the SPP following Shareholder approval obtained at a general meeting of the Company held on 10 August 2022; and
2) 16,095,669 shares were issued under the SPP utilising the Company's existing capacity under Listing Rule 7.1, as refreshed at the general meeting of the Company held on 10 August 2022 (**SPP Shares**).

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of the SPP Shares which were issued on 16 August 2022 (**Issue Date**).

All of the 16,095,669 SPP Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of SPP Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

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The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of the SPP Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of 16,095,669 SPP Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of 16,095,669 SPP Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

(a) The SPP Shares were issued to existing eligible Shareholders who subscribed for SPP Shares in accordance with and subject to the terms of the SPP and whose application was accepted by the Company.

(b) The Company issued 16,095,669 SPP Shares, being fully paid ordinary shares.

(c) The SPP Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.

(d) The SPP Shares were issued on 16 August 2022.

(e) Each of the SPP Shares were issued at an issue price of $0.24 per SPP Share which raised $3,862,960.60.

(f) Funds raised from the issue of the SPP Shares have been and will be used to support the Company's ANZ strategy including: (i) acquisition of new merchants at scale in ANZ; (ii) acquisition of new customers at scale and increasing customer retention in ANZ; (iii) platform and technology enhancements; (iv) contribution to rapidly growing receivables book in ANZ; and (v) working capital in a rapid growth business and facility repayment.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Voting intention

The Chair of the AGM intends to vote all available and undirected proxies in favour of Resolution 4.

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Adoption of Equity Incentive Plan

Resolution 5 – Adoption of Equity Incentive Plan

Background

The Company's Equity Incentive Plan (**Incentive Plan**) was established prior to the Company being listed on the ASX. Before the Company's next general meeting following this AGM, three years will lapse since the terms of the Incentive Plan were set out in the Company's listing prospectus, and accordingly the Company seeks Shareholder approval to re-adopt the Incentive Plan for the purposes set out in this Explanatory Statement.

The Incentive Plan is designed to further align the interests of eligible employees or Directors with the interests of Shareholders through further equity exposure

A summary of the key terms of the Incentive Plan is set out in Annexure A, and a copy of the rules of the Incentive Plan is available on request from the Company.

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

If this Resolution is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period.

The Company advises that Shareholder approval for the Incentive Plan has not been previously sought from Shareholders under ASX Listing Rule 7.2 (exception 13(b)). Accordingly, this would be the first time that the Company has sought Shareholder approval for the Incentive Plan for the purposes of ASX Listing Rule 7.2 (exception 13(b)). Since listing, the Company has granted under the Incentive Plan: 6,416,278 market price options of which 5,130,677 remained outstanding as at 30 September 2022; 3,228,402 performance rights of which 1,126,820 remained outstanding as at 30 September 2022; and 2,627,236 zero exercise price options of which 2,203,568 remained outstanding as at 30 September 2022.

If this Resolution is approved by Shareholders, the Company will issue up to a maximum of 35 million securities under the Incentive Plan during the three year period following approval (for the purposes of exception 13).

Shareholder loans

The Board may, in its discretion, also determine that the Company will provide limited recourse loans to participants to use to pay the subscription price for the purchase of Loan Funded Shares under the Incentive Plan.

Permit the Company to take security over its own Shares

Section 259B(1) of the Corporations Act prohibits a company taking security over shares in itself or in a company that controls it, unless one of the exceptions in subsections 259B(2) or 259(3) applies. Section 259(2) of the Corporations Act permits the taking of security by a Company over its own Shares, if the security is taken over shares issued under an employee share scheme approved at a meeting of shareholders via an Ordinary Resolution.

Employee share scheme is defined widely by the Corporations Act and includes the Incentive Plan.

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Accordingly, Shareholder approval is being sought under this Resolution to approve the Incentive Plan in order to allow the Company to take security over its own Shares issued under the Incentive Plan if required to do so, noting that to date the Company has not taken any security over its own Shares.

Exemption for financial assistance

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

(a) giving of the assistance does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors;

(b) the assistance is approved by shareholders under section 260B of the Corporations Act; or

(c) the assistance is exempted under section 260C of the Corporations Act.

Section 260C(4) of the Corporations Act provides an exemption to financial assistance, if the financial assistance is given under an employee share scheme approved at a meeting of shareholders via an Ordinary Resolution.

As noted above and set out in Annexure A, the terms of the Incentive Plan envisage the giving of financial assistance by the Company to eligible and invited participants in the form of interest free, limited recourse loans to acquire Loan Funded Shares in the Company.

Although the Board does not consider that the giving of financial benefit under the Incentive Plan will materially prejudice the interests of the company or its Shareholders, or the company's ability to pay its creditors, Shareholder approval is being sought under this Resolution to enable the Company to qualify for the special exemption offered by section 260C(4) of the Corporations Act if required to do so, noting that to date the Company has not provided any financial assistance to acquire Shares in the Company.

Directors Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Voting intention

The Chair of the AGM intends to vote all available and undirected proxies in favour of Resolution 5.

Other Company Changes

Resolution 6 – Insertion of Takeover Approval Provisions

Clause 80 and 81 of the Company's Constitution currently include proportional takeover provisions which enable the Company to refuse to register shares acquired under a proportional takeover bid unless Shareholders approve the bid via an Ordinary Resolution.

Section 648G(1) of the Corporations Act provides that a company's proportional takeover provisions will cease to have effect at the end of three years from the date of adoption (or renewal, as the case may be). Equally, the Company's Constitution provides that the takeover approval provisions contained in the Constitution cease to have effect on the day which is 3 years after the later of their adoption or last renewal in accordance with the Corporations Act.

The Company's Constitution (including the takeover approval provisions set out in Clauses 80 and 81 of the Constitution) was adopted by Shareholders on 30 October 2019. Accordingly, the provisions will cease to apply on 30 October 2022, 3 years after their adoption and the Company wishes to re-insert the takeover approval provisions in its Constitution. The takeover approval provisions are set out in Annexure B and are identical to those included in the Company's current Constitution.

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The following information is provided for the purposes of Section 648G of the Corporations Act.

Insertion of takeover approval provisions

Proportional takeover bid

A proportional takeover bid is a takeover bid where the offer made to each Shareholder is only for a proportion of the Shareholder's Shares. If a Shareholder accepts, in full, an offer under a proportional takeover bid, the Shareholder will only dispose of a specified portion of their Shares in the Company and retain the balance of the Shares.

The proportional takeover provisions are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company by providing, in the Constitution, that:

a. in the event of a proportional takeover bid being made for Shares in the Company, Shareholders are required to vote and collectively decide whether to accept or reject the offer; and

b. the majority decision of the Company's members will be binding on all Shareholders.

Effect of the proposed provisions

Where offers have been made under a proportional takeover bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional takeover bid is prohibited unless and until a resolution to approve the proportional takeover bid is passed by Shareholders or otherwise, as pursuant to the terms of the takeover approval provisions.

In more detail, the effect of the takeover approval provisions is as follows:

a. if a proportional takeover bid is made for securities of the Company, the Directors must ensure that a meeting of Shareholders is convened to vote on a resolution to approve that bid;

b. each person who, as at the end of the day on which the first offer under the bid was made, held securities in the bid class in respect of which the offer was made is entitled to vote on the resolution;

c. the bidder and persons associated with the bidder may not vote;

d. approval of the bid will require a simple majority of the votes cast;

e. the meeting must take place more than 14 days before the last day of the bid period (**Resolution Deadline**);

f. if the resolution is rejected before the Resolution Deadline, the bid cannot proceed and any transfers giving effect to takeover contracts for the bid will not be registered;

g. the bid will be taken to have been approved if, as at the end of the day before the Resolution Deadline or a later day allowed by the Australian Securities and Investments Commission, the resolution has not been voted on;

h. if the resolution is approved, the transfers must be registered (subject to other provisions of the Corporations Act and the Constitution); and

i. the Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. However, the bid will still be taken to have been approved if it is not voted on by the Resolution Deadline.

The takeover approval provisions do not apply to full takeover bids. If the takeover approval provisions are not renewed, they will cease to apply at the end of three years after renewal unless renewed by a Special Resolution of Shareholders.

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Reasons for the proposed provisions

In the absence of the takeover approval provisions, a proportional takeover bid may result in control of the Company changing without Shareholders having an opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders could be exposed to the risks of passing control to the bidder without payment of an adequate control premium for all their Shares and being left with a minority interest in the Company. Such Shareholders could suffer potential further loss if the takeover bid were to cause a decrease in the Share price or otherwise make the Shares less attractive and, therefore, more difficult to sell.

Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages

The insertion of the takeover approval provisions will enable the Directors to formally ascertain the views of the Shareholders in respect of a proportional takeover bid. Without such provisions, the Directors are dependent upon their perception of the interests and views of Shareholders.

Other than this advantage, the Directors consider that the takeover approval provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the takeover approval provisions for Shareholders include:

a. providing the right to discuss, in a meeting called specifically for that purpose, and then decide, by majority vote, whether an offer under a proportional takeover bid should proceed;

b. assisting the prevention of Shareholders being locked in as a minority;

c. increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced;

d. potentially increasing the likelihood of a full takeover bid rather than a proportional takeover bid; and/or

e. enabling individual Shareholders to better assess the likely outcome of the proportional takeover bid, by knowing the view of the majority of Shareholders, which may assist in deciding whether to accept or reject an offer under the bid.

The potential disadvantages of the takeover approval provisions for Shareholders include:

a. imposing a hurdle to, and potentially discouraging the making of, provisional takeover bids which, in turn, may reduce any takeover speculation element in the price of Shares;

b. potentially reducing the likelihood of success of a proportional takeover bid;

c. possible reduction or loss of opportunities for Shareholders to sell some or all of their Shares at a premium; and/or

d. potentially causing some Shareholders to form the view that the takeover approval provisions impose an unreasonable restriction on their ability to freely deal with their Shares.

The Directors consider that the potential advantages of the takeover approval provisions for Shareholders outweigh the potential disadvantages. In particular, Shareholders are able to decide, as a whole, whether or not to proceed with a proportional takeover bid.

Prior to the Meeting, a copy of the Constitution, including the takeover approval provisions and the proposed amendments set out in Resolution 7, is available for review by Shareholders at the Company's

registered office during normal business hours. A copy of the Constitution can also be sent to Shareholders of the Company on a request being made to the Company Secretary at companysecretary@openpay.com.au. A copy of the Constitution will be tabled at the Meeting.

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution (which includes insertion of the takeover approval provisions) can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Professional Advice

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Voting intention

The Chair of the AGM intends to vote all available and undirected proxies in favour of Resolution 6.

Resolution 7 – Amendment to Constitution

The Company proposes a number of modifications to its Constitution to reflect certain changes to corporate governance practices, the Corporations Act and the Listing Rules, primarily to achieve efficient and flexible administration of the Company and relations with Shareholders, and to facilitate virtual general meetings.

Accordingly, the Company has prepared an updated Constitution (**New Constitution**) which incorporates the amendments set out below.

Amendment for the purposes of Division 1A, Part 7.12 of the Corporations Act

The Treasury Laws Amendment (Cost of Living Support and Other Measures) Act 2022, which came into effect on 1 October 2022, introduces a new Division 1A into Part 7.12 of the Corporations Act (**ESS Act**).

The ESS Act, which will replace the relevant ASIC Class Orders regime (ie, [CO 14/1000] Employee incentive schemes: Listed bodies), provides regulatory relief from the securities disclosure, licensing, advertising, anti-hawking and on-sale requirements in the Corporations Act which would otherwise apply to the making offers of securities under the Company's Incentive Plan, for which approval is being sought under Resolution 5 of this Notice.

In order to rely on the ESS Act, and therefore be entitled to issue securities without disclosure (amongst other things) to eligible participants under the Incentive Plan, the Company will need to comply with the requirements in the ESS Act in relation to the manner in which offers are made and to ensure that any such offer, or aggregate of offers made, under the Incentive Plan do not result in the Company issuing more securities than is permitted by the ESS Act (**Issue Cap**).

The Issue Cap is the maximum percentage of the Company's share capital that it is permitted to issue over a three-year period under its Incentive Plan. Under the previous ASIC Class Order regime referred to above, the Issue Cap was fixed at 5%. Under the new ESS Act, the Company must not issue more securities (as a percentage of the Company's issued capital) than is specified in the Constitution or, if no percentage is specified, 5% of its issued capital.

This means that the Company has the ability to increase the percentage of its share capital that it is

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permitted to issue under the Incentive Plan, from the default position of 5%, by specifying the Issue Cap in the Constitution. As a consequence, and to enhance the Company's ability to incentivise eligible participants of the Incentive Plan, the Company proposes to include an Issue Cap of 15% in the Constitution.

Accordingly, the New Constitution inserts a new clause 20(f) which reads as follows:

(f) For the purposes of section 1100V of Division 1A of Part 7.12 of the Corporations Act, the issue cap percentage for the Company is 15%.

Use of Technology at General Meetings

The Board of the Company wishes to amend its existing Constitution so that the Company has the option to hold general meetings which are solely virtual meetings using technology that gives the Shareholders as a whole a reasonable opportunity to participate.

Accordingly, the New Constitution:

1) deletes the definition of Attending Shareholder in Clause 1

2) inserts new definitions in Clause 1 as follows:

   Participating Shareholder *means in respect of a meeting of Shareholders (or a meeting of a class of Shareholders):*

   (a) a Shareholder present at the meeting in person, by proxy, attorney or Representative; and

   (b) a Shareholder who participates in the meeting using any one or more of the Virtual Meeting Technologies used for the meeting.

   Virtual Meeting Technology *means any technology (including online platforms) that allows a person to participate in a meeting without being physically present at the meeting.*

3) replaces all references to "Attending Shareholder" with "Participating Shareholder"

4) inserts new paragraphs in Clause 2 as follows:

   (k) a reference to a person being "present" at a meeting includes participating in the meeting using a Virtual Meeting Technology by which the meeting is being held; and

   (l) a reference to a "venue" or a "place" of a meeting may be, but need not be, a physical place.

5) amends existing Clause 28(a) as follows:

   The Company may by resolution of the Board call a meeting of Shareholders to be held at the time and ~~place~~ venue or venues (including at 2 or more venues using technology, or using Virtual Meeting Technology only, which gives Participating Shareholders as a whole a reasonable opportunity to participate) and in the manner that the Board resolves.

6) amends the heading of Clause 30 as follows:

   ~~Business of meetings~~ Holding a meeting of Shareholders

7) replaces existing Clause 30 with the following:

   (a) The Company may hold a meeting of Shareholders:

   (i) at one or more physical venues;

   (ii) at one or more physical venues and using Virtual Meeting Technology;

   (iii) using Virtual Meeting Technology only,

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provided that the Shareholders entitled to attend the meeting, as a whole, are given a reasonable opportunity to participate in the meeting.

(b) A Shareholder who attends a meeting of Shareholders (whether at a physical venue or by using Virtual Meeting Technology) is taken for all purposes to be present in person at the meeting while so attending.

(c) If a meeting of Shareholders is held using Virtual Meeting Technology, the Board may (subject to the Applicable Law) make rules or requirements in connection with participation in the meeting by that technology, including rules or requirements to verify the identity of a person or to ensure the security of the technology. The Board may communicate such rules and procedures (or instructions on how they can be accessed) to Shareholders by notification to the ASX.

(d) If, before or during a meeting of Shareholders that is held or appointed to be held using Virtual Meeting Technology, any technical difficulty occurs where all Shareholders entitled to attend the meeting may not be able to participate, the chairperson of the meeting may:

(i) postpone or adjourn the meeting until the difficulty is remedied or to such other time or venue as the chairperson determines; or

(ii) subject to the Corporations Act, continue the meeting provided that a quorum remains present and able to participate in the meeting,

(e) Subject to the Corporations Act, a meeting of Shareholders held using Virtual Meeting Technology and anything done (including the passing of a resolution) at the meeting is not invalid because of the inability of one or more Shareholders to access, or to continue to access, the Virtual Meeting Technology for the meeting, provided that sufficient Shareholders are able to participate in the meeting as are required to constitute a quorum.

(f) Except with the approval of the Board, with the permission of the chairperson of the meeting or pursuant to the Corporations Act, no person may move at any meeting of Shareholders:

(i) any resolution (except in the form set out in the notice of meeting given pursuant to Clause 29(a)); or

(ii) any amendment of any resolution or a document which relates to any resolution and a copy of which has been made available to Shareholders to inspect or obtain.

8) amends existing Clause 31(c) as follows:

If a quorum is not present within 30 minutes after the time appointed for the commencement of a meeting of Shareholders, the meeting is dissolved unless the chairperson of the meeting or the Board adjourn the meeting to a date, time and ~~place~~ venue or venues (including using Virtual Meeting Technology only) determined by that chairperson or the Board.

9) amends existing Clause 44(a)(i) as follows:

(a) The chairperson of a meeting of Shareholders may at any time during the meeting:

- *adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered at the meeting or any discussion or debate, either to a later time at the same meeting or to an adjourned meeting to be held at the time and ~~place~~ venue or venues (including using Virtual Meeting Technology) determined by the chairperson; or*

Use of a poll at a General Meeting

The Board wishes to amend the Constitution to clarify, as required under the Listing Rules, that any substantive resolution put to Shareholders at a general meeting will be conducted by a poll.

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Accordingly, the New Constitution replaces existing clause 37(a) in its entirety with the following:

37(a) At any general meeting a substantive resolution put to the vote of the meeting shall be decided on a poll. At any general meeting a procedural resolution put to the vote of the meeting may be decided on a show of hands unless a poll is demanded in accordance with Clause 41.

Joint Holders

The New Constitution amends existing clause 9(b) as follows, to allow for the registration of up to four joint holders:

9(b) The Company is not bound to register more than ~~3~~ 4 persons as the registered holder of a Share.

Reasonable Transfer Fees

The Board wishes to amend the Constitution to provide that the Company may charge reasonable fees to register a transfer as permitted under the Listing Rules.

Accordingly, the New Constitution amends existing clause 24(e) as follows:

24(e) The Company ~~must~~ may ~~not~~ charge a fee to register a transfer of a Share in accordance with this Constitution ~~except~~ as permitted by the Applicable Law.

Copy of New Constitution

Prior to the Meeting, a copy of the New Constitution is available for review by Shareholders at the Company's registered office during normal business hours. A copy of the New Constitution can also be sent to Shareholders of the Company upon a request being made to the Company Secretary at companysecretary@openpay.com.au. A complete signed copy of the New Constitution will be tabled at the Meeting.

Special Resolution

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Professional Advice

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Voting intention

The Chair of the Meeting intends to vote all available and undirected proxies in favour of Resolution 7.

Enquiries

Shareholders are asked to contact the Company Secretary at companysecretary@openpay.com.au if they have any queries in respect of the matters set out in these documents.

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Glossary.

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2022 Annual Report to Shareholders for the period ended 30 June 2022 as lodged by the Company with ASX on 30 September 2022.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of PricewaterhouseCoopers dated 30 September 2022 as included in the Annual Financial Report.

Automic means Automic Pty Ltd, which is the share registry of the Company.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependant of the member or of the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;

(e) a company the member controls; or

(f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Openpay Group Ltd ACN 637 148 200.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "**$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Incentive Plan means the employee incentive scheme entitled "Equity Incentive Plan for which

Shareholder approval is being sought for the adoption of under Resolution 5 of this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 14 October 2022 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respect to the price of Shares.

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Annexure A – Equity Incentive Plan

A summary of the material terms of the Company's Equity Incentive Plan is as follows:

Topic	Summary
Eligibility	Eligible employees or Directors engaged by the Company and its subsidiaries (**Group**), or other persons (such as advisors) as determined by the Board.
Award	The Incentive Plan provides flexibility for the Board to grant one or more types of award. The award may be: • a cash payment; • a right to acquire Shares or, in certain circumstances, a cash payment, subject to satisfaction of vesting conditions (**Performance Right**); • a right to acquire Shares or, in certain circumstances, a cash payment, subject to satisfaction of vesting conditions, exercise and payment of any applicable exercise price (**Option**); or • Shares, including Shares that are subject to trading or dealing restrictions at the time of allocation. The value of the award will be determined by the Board and the number of awards determined by dividing the value of the award by the allocation value, being the face value of the award for Performance Rights and fair value for Options (disregarding conditions such as performance and service conditions) as determined by an independent valuer.
Vesting	The Board shall have the discretion to determine whether service or performance-based conditions (or both) must be met before awards will vest, with conditions to be specified in the relevant offer document (described in the following as a **participation letter**). The Board shall have the discretion to waive or vary a vesting condition.
Acquisition Price	**Cash incentives, Performance Rights and Options** Cash incentives, Performance Rights and Options granted under the Incentive Plan will be granted for nil consideration. **Shares** Shares granted under the Incentive Plan may have an acquisition price as set out in the participation letter.
Exercise	The Board will have the discretion to determine the exercise conditions (if any) that must be met before Performance Rights and Options may be exercised following vesting. **Performance Rights** No amounts will be payable on exercise.

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	Options Participants may elect to exercise their vested Options subject to compliance with the Company's Securities Trading Policy. Participants must pay an exercise price in order to exercise their vested Options if required by the terms of the Options. **Settling by the Company** In certain situations, the Board may, at its sole discretion, determine to settle the Performance Rights or Options in cash rather than Shares – with the cash payment equal to the value of the Shares that would be allocated to participants if Performance Rights or Options were Share-settled less any amount payable on exercise of the Performance Rights or Options. In relation to Options (with an exercise price that is not nil), if specified in the participation letter, the Board may at its discretion determine to (or the participant may elect for the Company to) "net settle" Options on exercise. The Shares used to satisfy an award may be newly-issued Shares, transferred Shares or Shares allocated under an employee share trust. Subject to any net-settling, each vested Option or Performance Right will entitle the participant to one Share.
Restrictions on dealings	**Awards** Unless otherwise stated in an invitation, awards will not be transferable in the hands of participants, except to certain permitted transferees (including spouses, children of at least 18 years of age, trusts set up for the benefit of the participant, their spouse or children, companies wholly owned by the participant, their spouse or children, or any other person approved by the Company), subject to receipt of prior approval from the Board. **Awards and Shares** The Incentive Plan rules will allow for disposal restrictions to be placed on awards or Shares allocated under the Incentive Plan. The details of each participant's disposal restrictions (if any) will be included in their invitation. Any disposal restriction period may be enforced through an employee share trust or via an ASX Holding Lock (administered by the Share Registry).
Cessation of Employment	Under the rules of the Incentive Plan (**Plan Rules**), the Board retains full discretion to determine the manner in which a participant's awards will be dealt with in the event that the participant ceases employment or engagement with the Group, including to determine that the participant forfeits all awards (whether vested or unvested). It is intended that individual participation letters will provide specific information on how an award will be treated where a participant ceases employment or engagement with Company.
Change of Control	Unless the participation letter states otherwise, on the event of a change of control, the Board may, by notice to participants, waive any vesting or exercise conditions, or determine that a vesting or exercise condition is satisfied, and the participant may notify the Company of exercise of their award, subject to the change of control event actually occurring. Under the

	Incentive Plan, a change of control will occur if as a result of any event or transaction, a person or entity becomes entitled to: • more than 50% of Company's issued Shares; and • the sale of all or substantially all of the business and assets of the Company.
Compulsory transfers, malus and clawback	On the occurrence of certain events (including cessation of employment or a malus or insolvency event in respect of the participant), the Board can require the participant to sell the awards, or require the redemption, buy-back or purchase of the awards, at the price set out in the relevant invitation letter. In addition, on the occurrence of a malus event, the Board will have the power to clawback awards, including awards that have vested and been paid or awarded in certain circumstances to ensure that no unfair benefit is obtained by a participant This power will allow the Board to determine that the participant is required to pay Company the net proceeds received on the sale of any equity acquired under the Incentive Plan, provided that any exercise price paid to the Company must be repaid to the participant. Malus events include: serious misconduct, fraud or dishonesty; breach of material obligations to the Group; bringing the Group into disrepute; contributing to any member of the Group incurring significant unexpected financial loss; breaching applicable laws or making a material financial misstatement; or the participant receiving or otherwise being eligible to receive an unfair benefit; or where the Board otherwise determines that a reduction in the award is otherwise warranted.
Expiry	The Plan Rules set out that Options and Performance Rights will expire on the date that is 10 years from the grant date, or any other date determined by the Board and as specified in the participation letter . Options and Performance Rights that are not exercised before the expiry date will lapse, as will any awards where the vesting or exercise condition becomes incapable of satisfaction, unless the Company determines otherwise or the offer documents state otherwise.
Capital Structure	The Plan Rules include provisions addressing adjustments or otherwise on bonus issues, rights issues and capital restructures undertaken by the Company in future.

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Annexure B – Proportional Takeover Provisions

Takeover approval provisions

80. Refusal to register transfers

(a) The Company must refuse to register a transfer of Shares giving effect to a takeover contract resulting from acceptance of an offer made under a proportional takeover bid in respect of a class of Shares unless and until a resolution to approve the takeover bid is passed in accordance with Clause 81.

(b) This Clause 80 and Clause 81 cease to have effect on the day which is 3 years after the later of their adoption or last renewal in accordance with the Corporations Act.

81. **Approval procedure**

(a) Where offers are made under a proportional takeover bid, the Board must, subject to the Corporations Act, call and arrange to hold a meeting of persons entitled to vote on a resolution to approve the proportional takeover bid.

(b) Subject to this Constitution, each person (other than the bidder under a proportional takeover bid or an associate of that bidder) who, as at the end of the day on which the first offer under that bid was made, held bid class securities for that bid:

(i) is entitled to vote on the resolution referred to in Clause 81(a); and

(ii) has one vote for each Share in the bid class securities that the person holds.

(c) The provisions of this Constitution concerning meetings of Shareholders apply to a meeting held pursuant to Clause 81(a) with any modifications that Board resolves are required in the circumstances.

(d) A resolution referred to in Clause 81(a) that has been voted on is passed if more than 50% of votes cast on the resolution are in favour of the resolution, and otherwise is taken to have been rejected.

(e) If a resolution referred to in Clause 81(a) has not been voted on as at the end of the day before the fourteenth day before the last day of the bid period under the proportional takeover bid, or a later day allowed by the Australian Securities and Investments Commission, then that resolution is taken to have been passed.

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Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

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SAMPLE

Your proxy voting instruction must be received by **11:00 am (AEDT) on Sunday 13 November 2022,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automic.com.au.

Lodging your Proxy Voting Form:

Online:
Use your computer or smartphone to appoint a proxy at https://investor.automic.com.au/#/loginsah
or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBCHAT: https://automicgroup.com.au/

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 – How to vote

APPOINT A PROXY:
I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Openpay Group Ltd, to be held virtually at **11:00 am (AEDT) on Tuesday 15 November 2022 as a hybrid meeting** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 & 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1 & 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE AGM:
The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

AUTOMIC

STEP 2 – Your voting direction

Resolutions	For	Against	Abstain
1. Adoption of Remuneration Report			
2. Re-election of Yaniv Meydan as Director			
3. ASX Listing Rule 7.1A Approval of Future Issue of Securities **SPECIAL RESOLUTION**			
4. Ratification of Prior Issue of SPP Shares			
5. Adoption of Equity Incentive Plan			
6. Renewal of Takeover Approval Provisions **SPECIAL RESOLUTION**			
7. Amendment to Constitution **SPECIAL RESOLUTION**			

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

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