

20 December 2021

**Credit Clear Limited (ASX Code: CCR)  
Launch of Share Purchase Plan**

Credit Clear Limited is pleased to launch its recently announced share purchase plan (**SPP**).

Please refer to the attached SPP Booklet.

Yours Sincerely,

A handwritten signature in blue ink, reading "R Hollands", enclosed within a thin black rectangular border.

Ron Hollands  
**Company Secretary**



## **SHARE PURCHASE PLAN**

## **OFFER BOOKLET**

**CREDIT CLEAR LIMITED ACN 604 797 033  
(ASX TICKER: CCR)**

## IMPORTANT NOTICES

### Nature of this Offer Booklet

This Offer Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC. The information in this Offer Booklet is not investment advice or a recommendation to acquire New Shares and has been prepared without taking into account your investment objectives, financial circumstances or particular needs as an investor (including financial and taxation considerations). It is recommended that you read the entire Offer Booklet (which will be available to all Eligible Shareholders at the following website (<https://events.miraqle.com/ccr-spp>) beginning 20 December 2021 and seek professional investment advice from your financial adviser or other professional adviser before deciding whether to apply for new Shares.

The SPP is a part of the capital raising announced by CCR on 16 December 2021, which also includes a placement of Shares to institutional investors to raise approximately \$25.5 million (**Placement**). Please refer to the Investor Presentation and ASX Announcement released by CCR on 16 December 2021, for further details regarding the Placement.

A cooling-off regime does not apply in relation to the acquisition of New Shares. You cannot withdraw your Application once it has been submitted.

By submitting your Application, you are accepting the risk that the market price of Shares may change between the date you submit your Application and the Issue Date. This means it is possible that, between the time you make your Application and up to or after the Issue Date, you may be able to buy Shares on market at a lower price than the Issue Price. CCR will not issue New Shares to an applicant if those New Shares, either alone or in conjunction with the issue of New Shares under other Applications received by CCR, would contravene any law or the ASX Listing Rules.

Eligible Shareholders should be aware that an investment in CCR involves risks. The key risks identified by CCR are set out in the "Key Risks" section to the Investor Presentation that was released on 16 December 2021. This can be obtained from the ASX's website ([www.asx.com.au](http://www.asx.com.au)) or at <https://creditclear.com.au/investor-centre/results-and-reports.html>.

### No overseas offering

This Offer Booklet and the accompanying Application Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. In particular, this Offer Booklet does not constitute an offer to Excluded Shareholders. This Offer Booklet is not to be distributed in, and no offer of new Shares under the SPP offer is to be made, in countries other than Australia and New Zealand. No action has been taken to register or qualify the SPP offer or the new Shares, or otherwise permit the public offering of the new Shares, in any jurisdiction other than in Australia and New Zealand.

The distribution of this Offer Booklet (including an electronic copy) outside Australia and New Zealand, is restricted by law. If you come into possession of the information in this booklet, you should observe such restrictions and should seek your own advice on such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for new Shares is subject to all requisite authorities and clearances being obtained for CCR to lawfully receive your Application monies.

### NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This Offer Booklet, and the Application Form do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this Offer Booklet nor the Entitlement and Acceptance Form may be distributed or released in the United States. Neither the Entitlements nor the

New Shares offered in the SPP have been, or will be, registered under the U.S. Securities Act of 1933 (**U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the new Shares may not be offered, sold or resold to persons in the United States or persons who are acting for the account or benefit of a person in the United States unless they have been registered under the U.S. Securities Act or in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable U.S. state securities laws. The New Shares to be offered and sold in the SPP may only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in compliance with Regulation S under the U.S. Securities Act.

## **Definitions and time**

Defined terms used in this Offer Booklet are contained in the Definitions section at the end of this Booklet. All references to time are to the time in Sydney (Australia), unless otherwise indicated.

## **Foreign exchange**

All references to "\$" are AUD unless otherwise noted.

## **Taxation**

There will be tax implications associated with participating in the SPP and receiving new Shares. The guide does not take account of the individual circumstances of particular Eligible Shareholders and does not constitute tax advice. CCR recommends that you consult your professional tax advisor in connection with the SPP.

## **Future performance**

This Offer Booklet contains certain "forward looking statements". Forward looking statements can generally be identified by the use of forward looking words such as, "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "target" and other similar expressions. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward-looking statements. You are cautioned not to place undue reliance on any forward-looking statement. While due care and attention has been used in the preparation of forward-looking statements, forward looking statements, opinions and estimates provided in this Offer Booklet are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends which are based on interpretations of current market conditions.

Forward looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance and involve known and unknown risks, uncertainties and other factors, many of which are outside the control of CCR and its directors and management. A number of important factors could cause the Company's actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward looking statements, including the risk factors described in the "Key Risks" section of the investor presentation released on 16 December 2021.

Actual results, performance or achievements may vary materially from any forward-looking statements and the assumptions on which statements are based. To the maximum extent permitted by law, CCR and its directors, officers, employees, agents, associates and advisers disclaim any obligations or undertaking to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise.

## **Risks**

Refer to the "Key Risks" section of the Investor Presentation released to ASX on 16 December 2021 for a summary of certain risk factors that may affect CCR.

## LETTER FROM THE CHAIRMAN

20 December 2021

Dear Shareholder

### SHARE PURCHASE PLAN OFFER

On behalf of the Board of Credit Clear Limited ACN 604 797 033 (ASX: CCR) (**CCR** or the **Company**), I am pleased to offer you the opportunity to participate in CCR's recently announced Share Purchase Plan (**SPP**). The SPP provides each Eligible Shareholder with an opportunity to apply for up to A\$30,000 worth of new Shares in CCR (**New Shares**).

#### The offer

The SPP is being offered exclusively to all Eligible Shareholders, being registered holders as at 5.00 pm (Sydney time) on 15 December 2021 (**Record Date**) with a registered address in Australia or New Zealand in accordance with this Offer Booklet which will be available to all Eligible Shareholders at the following website (<https://events.miraqle.com/ccr-spp>) beginning 20 December 2021.

The SPP provides Eligible Shareholders with an opportunity to apply for up to \$30,000 in New Shares irrespective of the number of Shares they currently own. The SPP will raise \$4.0 million. If total demand for the SPP exceeds \$4.0 million, CCR reserves the right to accept applications (in whole or in part) that results in the SPP raising more than this amount or to Scale Back the maximum number of New Shares issued to each Eligible Shareholder at its absolute discretion.

CCR is committed to ensuring that all Eligible Shareholders have the opportunity to participate in the SPP.

If a scale back is applied, this means that an eligible retail shareholder may be allocated fewer CCR Shares than they apply for under the SPP.

The launch of the SPP follows the recent announcement by CCR regarding a \$25.5 million two tranche equity placement to institutional and other wholesale investors who have subscribed for ~63,750,000 Shares at \$0.40 per Share (the **Placement**).

#### Use of funds

Funds raised from the Placement and the SPP (together, the **Equity Raising**) will be used to fund CCR's proposed acquisition of ARMA Group Holdings Pty Ltd (ACN 627 261 161), NZ Recoveries Limited (ARBN 649 747 786) and Force Legal Pty Limited (ACN 604 310 616) (together **ARMA**) and associated transaction costs. Further details of the proposed use of proceeds are set out below and in the announcement and investor presentation (**Investor Presentation**) lodged with the Australian Securities Exchange (**ASX**) on 16 December 2021, and are available on CCR's website (<https://creditclear.com.au/investor-centre/results-and-reports.html>).

Shareholders are encouraged to read these documents carefully (in particular, the summary of key risks detailed on pages 30 – 36 in the Investor Presentation), together with the information in this Offer Booklet.

## Issue price

The Issue Price of New Shares under the SPP will be \$0.40 per New Share (provided that price is at least 80% of the 5-day VWAP of Credit Clear shares, which is to be calculated over the five days before the proposed issue date of the SPP (expected to be 11 February 2022) (**Calculation Period**), being the issue price under the Placement, which represents:

- a 25.9% discount to CCR's closing price of \$0.54 per Share on 13 December 2021 (being the last trading day prior to the announcement of the Placement and SPP); and
- a 21.5% discount to the 15 day VWAP of \$0.51 on 13 December 2021, the day prior to announcement of the Placement.

However, if \$0.40 is less than 80% of the 5-day VWAP of Credit Clear Shares over the Calculation Period, then the Issue Price will be the lower of:

- the price that is 80% of the VWAP over the Calculation Period; or
- \$0.413 (which is 80% of the VWAP for Credit Clear shares calculated over the 5 day period up to the announcement of the Offer).

Credit Clear will confirm the Issue Price on the issue date (expected to be 11 February 2022).

## Other key Terms and Conditions

CCR reserves the right to Scale Back or refuse Applications under the SPP at its absolute discretion. Any determination will be final. If CCR scales back Applications, you may be allocated fewer New Shares than the New Shares for which you applied, and you will be refunded the difference in the Application amount (without interest payable on funds prior to your refund). When determining any Scale Back or rejection of Applications, CCR may take into account a number of factors, including the size of an applicant's holding in CCR, the extent to which Eligible Shareholders have sold or purchased additional Shares after the Record Date, whether the applicant has multiple registered holdings and the date an Application was made. Eligible Shareholders are, therefore, encouraged to submit their Applications early.

If total subscriptions under the SPP are less than \$4.0 million, CCR may seek to place the shortfall to investors identified by it at the Issue Price, subject to being permitted to do so under Listing Rule 7.1.

Participation in the SPP is entirely voluntary. All New Shares will rank equally with existing Shares and will carry the same voting rights and entitlement to receive distributions.

No brokerage, commissions or other transaction costs apply to purchases under the SPP.

## How to accept this offer

To apply for New Shares under the SPP, please follow the instructions on the Application Form or use the BPAY® option referred to in the relevant sections in this document. If you wish to participate in the SPP, you are encouraged to apply via BPAY in light of delays to postal services caused by the COVID-19 pandemic, as you do not need to return the Application Form with this Offer Booklet if you choose this option.

This letter and its attachments set out the details and Terms and Conditions of the SPP. We encourage you to read this booklet and the Application Form and seek your own financial and tax advice in relation to the SPP before you decide whether to participate.

The SPP opens at **10.00 am (Sydney time) on 20 December 2021** and will close at **5.00 pm (Sydney time) on 4 February 2022**. CCR reserves the right to extend the Closing Date, to accept late Applications either generally or in particular cases or to withdraw the SPP without prior notice subject to the Corporations Act and the Listing Rules.

On behalf of the Board, we invite you to consider participation in the SPP.

Yours sincerely

**Gerd Schenkel**

Chairman

## SUMMARY OF THE SPP

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|------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Eligible Shareholders</b> | Registered holders of Shares at 5.00pm (Sydney time) on 15 December 2021, which have a registered address in Australia or New Zealand.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Excluded Shareholders</b> | <p>An Excluded Shareholder is any:</p> <ul style="list-style-type: none"><li>• person who holds Shares (either for their own account or the account of another person) who resides outside Australia or New Zealand; or</li><li>• holder of Shares who is, or is acting for the account or benefit of, a person in the United States.</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Application amount</b>    | Eligible Shareholders can apply for a Parcel of New Shares, up to an aggregate of A\$30,000 across all their holdings, regardless of how many Shares they currently hold. You may nominate one of the following values should you wish to apply for New Shares: \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000, or \$30,000.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Issue Price</b>           | <p>\$0.40 per New Share (provided that price is at least 80% of the 5-day VWAP of Credit Clear shares, which is to be calculated over the five days before the proposed issue date of the SPP (expected to be 11 February 2022)) being the issue price under the Placement, which represents:</p> <ul style="list-style-type: none"><li>• a 25.9% discount to CCR's closing price of \$0.54 per Share on Monday, 13 December 2021 (being the last trading day prior to the announcement of the Placement and SPP); and</li><li>• a 21.5% discount to the 15 day VWAP of \$0.51 on Monday, 13 December 2021, the day prior to announcement of the Placement.</li></ul> <p>However, if \$0.40 is less than 80% of the 5-day VWAP of Credit Clear Shares over the Calculation Period, then the Issue Price will be the lower of:</p> <ul style="list-style-type: none"><li>• the price that is 80% of the VWAP over the Calculation Period; or</li><li>• \$0.413 (which is 80% of the VWAP for Credit Clear shares calculated over the 5 day period up to the announcement of the Offer).</li></ul> <p>Credit Clear will confirm the Issue Price on the issue date (expected to be 11 February 2022).</p> |
| <b>Ranking of new Shares</b> | New Shares will rank equally with existing Shares.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Scale Back</b>            | CCR has absolute discretion to Scale Back Applications depending on demand. CCR may also be lawfully required to Scale Back Applications to ensure that Eligible Shareholders do not exceed the \$30,000 limit within a 12 month period. In the event of a Scale Back, the value of New Shares allocated to you may be less than the Parcel you initially applied for. If this occurs, any excess money will be refunded to you. We expect to announce the final outcome of the SPP, including any Scale Back, on 7 February 2022.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |

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| <b>Refunds</b>                                                                                 | Any refunds will be made as soon as practicable after the Issue Date. No interest will be paid on any money refunded.                                                                  |
| <b>When to apply</b>                                                                           | The SPP opens at 10.00 am (AEST) on 20 December 2021 and will close at 5.00pm (AEST) on 4 February 2022.                                                                               |
| <b>Issue Date of New Shares</b>                                                                | New Shares are expected to be issued on 11 February 2022.                                                                                                                              |
| <b>Dispatch of holding statements for New Shares and commencement of trading of New Shares</b> | It is expected that New Shares will commence trading on the ASX on 14 February 2022 and that holding statements for New Shares will be dispatched to Shareholders on 16 February 2022. |

## KEY DATES

| Date (and time if relevant)                | Event                           | Description                                                                         |
|--------------------------------------------|---------------------------------|-------------------------------------------------------------------------------------|
| 5.00 pm (Sydney time)<br>15 December 2021  | Record Date                     | The date and time on which CCR determined the eligibility of Eligible Shareholders. |
| 10.00 am (Sydney time)<br>20 December 2021 | Opening Date                    | SPP opens for acceptances.                                                          |
| 4 February 2022                            | Closing Date                    | SPP closes for acceptances. Applications must be received by 5.00 pm (Sydney time). |
| 7 February 2022                            | Scale Back Date                 | The date on which any Scale Back is announced.                                      |
| 11 February 2022                           | Issue Date                      | New Shares will be issued on this date.                                             |
| 14 February 2022                           | Allotment Date and Trading Date | Trading of New Shares is expected to commence on ASX.                               |
| 16 February 2022                           | Despatch Date                   | Transaction confirmations will be despatched to Shareholders.                       |

**Note:** This timetable is indicative only and subject to change. CCR may, at its discretion, vary any or all of these events, dates and times subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, CCR reserves the right to extend the Closing Date of the SPP, to accept late Applications either generally or in particular cases or to withdraw the SPP without prior notice.

The commencement of quotation of New Shares is subject to confirmation from ASX.

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your Application once it has been accepted. Eligible Shareholders wishing to participate in the SPP are encouraged to submit their Application Form as soon as possible after the SPP opens. All times are Sydney time.

## PROPOSED USE OF FUNDS

CCR intends to use proceeds from the Equity Raising to partially fund:

- CCR's proposed acquisition of ARMA Group Holdings Pty Ltd (ACN 627 261 161), NZ Recoveries Limited (ARBN 649 747 786) and Force Legal Pty Limited (ACN 604 310 616) (together **ARMA**); and
- associated transaction costs.

For further details of the proposed use of funds see the announcement and Investor Presentation lodged with ASX on 16 December 2021.

## KEY RISKS

There are a number of general and specific risks which may affect the future operating and financial performance and financial position of CCR along with the trading price of the Shares and distributions (if any) paid on them in the future. These risks are identified on pages 30 – 36 of the Investor Presentation that was released on ASX on 16 December 2021 and are available on CCR's website (<https://creditclear.com.au/investor-centre/results-and-reports.html>). Eligible Shareholders are encouraged to read these risks carefully before deciding to apply for New Shares under the SPP.

These risks are associated with an investment in Shares but are not an exhaustive list. As a Shareholder, you will continue to be exposed to risks. There may also be additional risks and uncertainties not currently known which may have an adverse effect on CCR's business and the value of the Shares. Where possible, CCR will seek to minimise its exposure to, and mitigate the effects of, these risks. However, certain risks relate to matters that are outside the control of CCR, and there can be no assurance that any steps that CCR takes will successfully protect it from any particular risk.

The risks identified in the Investor Presentation (and the disclosures in this document more generally) do not take into account the investment objectives, financial situation, tax position or other circumstances of any particular Shareholder. Shareholders should have regard to their own investment objectives and financial circumstances and seek professional advice from their legal, financial or other independent adviser before determining whether or not to participate in the SPP.

## FREQUENTLY ASKED QUESTIONS

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1. What is the SPP?

The SPP is an opportunity for Eligible Shareholders to purchase additional Shares irrespective of the number of Shares they currently own.

No brokerage, commissions or other transaction costs will apply.

All New Shares issued to you under the SPP will rank equally with your existing fully paid Shares and will carry the same voting rights and entitlements to receive distributions.

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2. Who may participate in the SPP?

You may participate in the SPP if you are an Eligible Shareholder. You are an Eligible Shareholder if you are a registered holder of Shares on the Record Date with a registered address in:

- Australia; or
- New Zealand,

unless you are an Excluded Shareholder. Certain Eligible Shareholders who are Custodians holding Shares on behalf of certain beneficiaries are also able to participate in the SPP in accordance with the Terms and Conditions.

An Excluded Shareholder is any:

- person who holds Shares (either for their own account or the account of another person) who resides outside Australia or New Zealand; or
- holder of Shares who is, or is acting for the account or benefit of, a person in the United States.

Each Custodian, trustee or nominee must not distribute any documents relating to the SPP to any person in the United States and must not submit an Application or make payment by BPAY® or otherwise for Shares for any person for whose account or benefit it acts that is an Excluded Shareholder.

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3. Do I have to participate in the SPP? No. Participation in the SPP is entirely voluntary.
- If you do not wish to participate in the SPP, no action is required on your part.
- Before you apply for New Shares, CCR recommends you seek independent financial and tax advice from your stockbroker, accountant or other professional advisor, and you monitor the price of Shares (which is quoted in the financial pages of the major metropolitan newspapers and on the ASX website). This Offer Booklet does not purport to contain all of the information that you may need to make an investment decision.
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4. Are there any risks in participating in the SPP? There are risks associated with holding Shares and participating in the SPP.
- These risks are summarised in the 'Key Risks' section of the Investor Presentation that was released on ASX on 16 December 2021 and is available on CCR's website (<https://creditclear.com.au/investor-centre/results-and-reports.html>). Eligible Shareholders are encouraged to read these risks carefully before deciding to apply for New Shares under the SPP. These Key Risks are not exhaustive.
- In addition, there is a risk that the Issue Price may differ from the market price of Shares on the day New Shares are issued or allotted to you. The market price or value of Shares is subject to market volatility. It may be higher or lower, at any time, than the Issue Price of the New Shares you receive.
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| 5. | What is the Issue Price of the Shares under the SPP?  | <p>The Issue Price of New Shares issued under the SPP will be \$0.40 per New Share (provided that price is at least 80% of the 5-day VWAP of Credit Clear shares, which is to be calculated over the five days before the proposed issue date of the SPP (expected to be 11 February 2022)) being the issue price under the Placement, which represents:</p> <ul style="list-style-type: none"> <li>• a 25.9% discount to CCR's closing price of \$0.54 per Share on Monday, 13 December 2021 (being the last trading day prior to the announcement of the Placement and SPP); and</li> <li>• a 21.5% discount to the 15 day VWAP of \$0.51 on Monday, 13 December 2021, the day prior to announcement of the Placement.</li> </ul> <p>However, if \$0.40 is less than 80% of the 5-day VWAP of Credit Clear Shares over the Calculation Period, then the Issue Price will be the lower of:</p> <ul style="list-style-type: none"> <li>• the price that is 80% of the VWAP over the Calculation Period; or</li> <li>• \$0.413 (which is 80% of the VWAP for Credit Clear shares calculated over the 5 day period up to the announcement of the Offer).</li> </ul> <p>Credit Clear will confirm the Issue Price on the issue date (expected to be 11 February 2022).</p> |
| 6. | What will the funds raised under the SPP be used for? | <p>Proceeds from the SPP will be used to partially fund CCR's proposed acquisition of ARMA Group Holdings Pty Ltd (ACN 627 261 161), NZ Recoveries Limited (ARBN 649 747 786) and Force Legal Pty Limited (ACN 604 310 616) (together <b>ARMA</b>) and associated transaction costs.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

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| 7. | How many New Shares can I apply for under the SPP? | <p>If you are an Eligible Shareholder, you are entitled to apply for up to \$30,000 in New Shares, regardless of the number of Shares you currently hold. You may nominate one of the following values should you wish to apply for New Shares: \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000, or \$30,000 (<b>Nominated Subscription</b>).</p> <p>If you receive more than one copy of this Offer Booklet, or if you hold Shares in more than one capacity (e.g. because you are both a sole and joint holder of Shares), the maximum amount you may apply to invest under the SPP in all capacities, and in aggregate, is \$30,000. <b>By applying to purchase New Shares under the SPP, you certify you have not exceeded this \$30,000 limit.</b></p> <p>If the Issue Price cannot be divided into your Nominated Subscription, to give a whole number of New Shares, there will be a rounding down of the number of New Shares. By applying to purchase New Shares under the SPP, you acknowledge that any remaining balance of your payment arising from any rounding down will be donated to a registered charity of CCR's choosing. You will not receive a refund for this amount, which will always be less than the Issue Price of one New Share.</p> |
| 8. | Can I transfer my offer to a third party?          | <p>No. Your rights under this offer are personal to you and non-renounceable, so you may not transfer them.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 9. | What will happen if the SPP is oversubscribed?     | <p>The SPP will raise \$4.0 million.</p> <p>CCR may decide to accept Applications (in whole or in part) that result in the SPP raising either more or less than this amount in its absolute discretion.</p> <p>If total demand for the SPP exceeds \$4.0 million, CCR reserves the right to accept applications (in whole or in part) that results in the SPP raising more than this amount at its absolute discretion.</p> <p>CCR may also, at its absolute discretion, Scale Back the number of New Shares that will be allotted to individual Shareholders under this SPP. .</p> <p>If a scale back is applied, this means that an eligible retail Shareholder may be allocated fewer CCR Shares than they apply for under the SPP.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

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| 10. | How do I apply for New Shares under the SPP?                                                       | <p>If you wish to participate in the SPP, you can apply for New Shares in the following way: apply for New Shares by making a payment of \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000, using the BPAY® facility provided by your bank as per the instructions in the Application Form. If you make a payment by BPAY®, you will be deemed to have completed an Application Form accepting New Shares to the value of \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000. You do not need to return the Application Form if paying by BPAY®.</p> <p>You will not be able to withdraw or revoke your Application once you have made a payment by BPAY®.</p> |
| 11. | Can I apply for New Shares under the SPP if my Shares are held by a Custodian, trustee or nominee? | <p>If you are expressly noted on CCR's Shares register as the named Beneficiary of Shares held by a Custodian, trustee or nominee, and you reside in Australia or New Zealand, you will be eligible to participate in the SPP. If this is the case, you must participate in the SPP through your Custodian, trustee or nominee, in accordance with the Terms and Conditions.</p>                                                                                                                                                                                                                                                                                                                    |
| 12. | How long is the SPP offer open for?                                                                | <p>The SPP opens at 10.00 am (Sydney time) on 20 December 2021 and closes at 5.00 pm (Sydney time) on 4 February 2022.</p> <p><b>If you want to participate you should ensure that the Registry receives payment in cleared funds by no later than 5.00 pm (Sydney time) on 4 February 2022 (the Closing Date for the SPP).</b></p>                                                                                                                                                                                                                                                                                                                                                                 |
| 13. | Do I have a guaranteed allocation of Shares under the SPP?                                         | <p>No.</p> <p>CCR reserves the right (at its absolute discretion) to Scale Back Applications under the SPP. If this happens, you may be allocated fewer New Shares than the Parcel of Shares for which you applied, and you will be refunded the difference in the Application amount (without interest payable on funds prior to your refund).</p>                                                                                                                                                                                                                                                                                                                                                 |
| 14. | What is the market price of Shares?                                                                | <p>The market price of Shares can be obtained from the ASX website by searching for "Credit Clear Limited" or by entering the ASX code "CCR" in the prices search screen.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 15. | Taxation                                                                                           | <p>You should consult your own taxation advisor about the tax status and implications of your investment in New Shares.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |

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16. Further questions?

If you have any questions in relation to the SPP please call your stockbroker, accountant or other professional advisor.

If you require information on how to complete the Application Form please contact the Registry on 1300 402 422 from within Australia or +61 1300 402 422 from outside Australia between 8.30 am and 5.30 pm (Sydney time), Monday to Friday while the Offer remains open for acceptance.

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## TERMS AND CONDITIONS

Defined words and expressions used in this Offer Booklet are capitalised. See the Definitions section at the end of this Offer Booklet for their definition.

Please read these Terms and Conditions carefully as you will be bound by them if you apply for New Shares. Eligible Shareholders whose Applications are accepted will also be bound by CCR's Constitution.

The SPP offer is made in Australia under and in accordance with the *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*. The SPP offer is made in New Zealand in reliance on the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

The SPP offer to each Eligible Shareholder (whether you are a Custodian or you hold Shares on your own account) is made on the same Terms and Conditions.

**IMPORTANT NOTICE:** The market price of Shares may rise or fall from now to when the New Shares are issued or allotted to you under the SPP. If you apply to participate in the SPP by completing and returning the Application Form (or otherwise making a valid Application in accordance with these Terms and Conditions), you are accepting the risk that the market price of Shares may change between the time you make your Application and the Allotment Date. This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares at a lower price than the Issue Price. CCR encourages you to seek your own financial and tax advice regarding your participation in the SPP.

### 1. Offer timetable

This offer is dated, and taken to be made on, 20 December 2021.

The offer opens at 10.00 am (Sydney time) on 20 December 2021 (**Opening Date**) and closes at 5.00 pm (Sydney time) on 4 February 2022 (**Closing Date**). Application Forms or BPAY® payments may not be processed and may not be

valid if they have not been received by the Closing Date.

Any reduction in allotments of Shares under the SPP (**Scale Back**) is proposed to be announced on the Scale Back Date.

The Shares will be issued on the Issue Date.

It is expected that the Shares will be allotted the next business day following the Issue Date (**Allotment Date**).

A transaction confirmation is expected to be despatched to you on or around the Despatch Date.

### 2. Eligible Shareholders

You may participate in the SPP if you are an Eligible Shareholder.

Shareholders who hold Shares on behalf of persons who:

- (a) reside outside Australia or New Zealand; or
- (b) are in the United States or are acting for the account or benefit of a person in the United States,

are not entitled to participate in the SPP on behalf of those persons.

The New Shares to be offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act, or the securities laws of any state or other jurisdiction of the United States. Accordingly, Shareholders who are located in the United States or are acting for the account or benefit of a person in the United States are not Eligible Shareholders and are not entitled to participate in the SPP. A Custodian must not participate in the SPP on behalf of, nor distribute this Offer Booklet or any other document relating to the SPP to, any person in the United States.

Consistent with the representations, warranties and acknowledgements contained these Terms and Conditions and the Application Form included with this Offer Booklet, you may not submit any completed Application Forms for any person in the United States or any person who is

acting for the account or benefit of a person in the United States. Failure to comply with these restrictions may result in violations of applicable securities laws.

If you are the only registered holder of a holding of Shares, but you receive more than one offer under the SPP (due to multiple registered holdings), you may only contribute a maximum of \$30,000 in applying for New Shares.

If 2 or more persons are recorded in CCR's Shares register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of the SPP. If as joint holders you receive more than one offer under the SPP due to multiple identical holdings, you may still only contribute a maximum of \$30,000 in applying for New Shares. An agreement, representation, acknowledgement or certification given by any joint holder of Shares is taken to be an agreement, representation, acknowledgement or certification given by all joint holders.

An Eligible Shareholder who is a Custodian, trustee or nominee within the definition of "custodian" in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (Custodian)* may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian is holding Shares. Custodians will need to email [capitalmarkets@linkmarketservices.com.au](mailto:capitalmarkets@linkmarketservices.com.au) to request a custodian schedule.

If you are a Custodian, you may contribute a maximum of \$30,000 in applying for Shares for each Eligible Beneficiary on whose behalf you or a downstream Custodian holds Shares (but joint holders are taken to be a single holder). This is subject to you providing CCR with a certificate in accordance with clause 3.6(f) by emailing it promptly to [capitalmarkets@linkmarketservices.com.au](mailto:capitalmarkets@linkmarketservices.com.au). If you are not a Custodian, the rules for multiple single holdings apply and you may only contribute a maximum of \$30,000 in applying for Shares. You are not eligible to participate on behalf of a person who resides outside Australia or New Zealand.

If you are an Eligible Shareholder, your rights under this offer are personal to you and non-renounceable, so you may not transfer them.

Participation in the SPP is entirely optional. If you are an Eligible Shareholder, you can choose whether or not to participate. If you are a Custodian, you can choose whether to extend the offer to your Eligible Beneficiaries.

### 3. Applications for New Shares

#### 3.1 Limitations on Applications

If you are an Eligible Shareholder, you may apply to purchase a Parcel of New Shares valued at \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000 (**Nominated Subscription**).

This Parcel may be subject to a Scale Back and rounding.

Unless you are applying as a Custodian, the maximum amount of \$30,000 applies even if you receive more than one Application Form or if you hold Shares in more than one capacity (for example, if you are both a sole and joint holder of Shares – see clause 2 above) and irrespective of the number of Shares you hold on the Record Date. CCR can reject any Application for New Shares if CCR believes you have not complied with this condition.

#### 3.2 Completing the Application Form and paying for Shares

If you wish to participate in the SPP, you must make a payment by BPAY® if you have an Australian bank account enabled for this purpose. BPAY® customers must use the unique customer reference number shown on the instructions to the Application Form which is required to identify your holding. **If paying by BPAY®, you do not need to return your Application Form.**

**Note:** By using the BPAY® facility to apply for New Shares, you represent to CCR that the total of the Application price for the following does not exceed \$30,000:

- (i) the New Shares you are applying for;
- (ii) any other New Shares you are applying for under the SPP, or Shares or interests in the class issued under a similar arrangement in the 12 months

before your Application under the SPP;

- (iii) any other Shares or interests in the class which you have instructed a Custodian to acquire on your behalf under the SPP; and
- (iv) any other New Shares or interests in the class issued to a Custodian under an arrangement similar to the SPP in the 12 months before your Application under the SPP as a result of you instructing the Custodian or another Custodian, which resulted in you holding a beneficial interest in the New Shares or interests.

Payment in cleared funds must be received by 5.00 pm (Sydney time) on the Closing Date.

### 3.3 CCR's discretions regarding Applications

CCR has a broad discretion to accept or reject your Application to purchase New Shares under the SPP in whole or in part, including if:

- (a) Your Application Form does not comply with these Terms and Conditions;
- (b) your Application Form or BPAY® payment is late, incorrectly completed, incomplete or otherwise determined by CCR to be invalid;
- (c) your BPAY® payment is not received or is incomplete or invalid;
- (d) unless you are applying as a Custodian, it appears that you are applying to buy more than \$30,000 (in aggregate) of New Shares under the SPP;
- (e) you are a Custodian, CCR is not satisfied with your certification for any reason, or if you have not provided certification;
- (f) cleared funds are not received until after the Closing Date. While CCR has the discretion to accept late Application Forms or BPAY® payments, there is no assurance that it will do so. Late BPAY®

payments may be returned to you by cheque (or any other method as CCR determines) to your registered address;

- (g) the amount of your BPAY® payment is not equal to the amount indicated on the Application Form, in which event CCR will:
  - (i) refund in full your Application monies and not allot any New Shares to you; or
  - (ii) allot to you the number of New Shares that would have been allotted had you applied for the highest Parcel that is less than the amount of your payment and refund to you the excess of your Application monies by direct credit deposit to your nominated bank account or by cheque; or
- (h) CCR has reason to believe that you are not an Eligible Shareholder (subject to compliance with any applicable ASIC or ASX requirements).

CCR must reject Applications if required to do so under *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

### 3.4 Amount to be raised and Scale Back

CCR (in its absolute discretion) reserves the right to Scale Back Applications under the SPP.

If there is a Scale Back you may not receive all the New Shares for which you have applied. CCR may, at its absolute discretion, Scale Back the number of New Shares that will be allotted to individual Shareholders under this SPP. If a Scale Back produces a fractional number when applied to your Parcel, the number of New Shares you will be allotted will be rounded down.

If there is a Scale Back, CCR will refund to you by direct credit deposit to your nominated bank account or by cheque, the difference between your Application money and the total Issue Price for the New Shares allotted to you (provided that you will not receive a refund for an amount which is less than the Issue Price of one Share).

### 3.5 Interest

No interest will be paid on any Application money returned to you, or held pending the issue of New Shares under the SPP.

### 3.6 Significance of applying for Shares

If you apply to participate in the SPP:

- (a) your Application, on these Terms and Conditions, will be irrevocable and unconditional (it cannot be withdrawn or cancelled);
- (b) you acknowledge that you have read and accepted these Terms and Conditions in full and you represent that all details and statements in your Application are true and complete, and not misleading (including by omission);
- (c) you declare that you were the registered holder(s) at the Record Date of the Shares indicated on the Application Form as being held by you on the Record Date;
- (d) you represent that you are and each person for whom you are acting is an Eligible Shareholder, and agree to provide (and, if applicable, direct your Custodian to provide) any requested substantiation of your eligibility to participate in the SPP;
- (e) if you are applying on your own behalf (and not as a Custodian), you acknowledge and agree that:
  - (i) you are not applying for New Shares with an Application price of more than \$30,000 under the SPP (including by instructing a Custodian to acquire Shares on your behalf under the SPP);
  - (ii) the total of the Application price for the following does not exceed \$30,000: (A) the New Shares you are applying for; (B) any other New Shares you are applying for under the SPP, or Shares or interests in the class issued under a similar arrangement in the 12 months before your Application under the SPP; (C) any other New Shares or interests in the class

which you have instructed a Custodian to acquire on your behalf under the SPP; and (D) any other Shares or interests in the class issued to a Custodian under an arrangement similar to the SPP in the 12 months before your Application under the SPP as a result of you instructing the Custodian or another Custodian, which resulted in you holding a beneficial interest in the Shares or interests; and

- (iii) CCR will take no responsibility for Applications in excess of \$30,000;
- (f) if you are a Custodian and are applying for New Shares on behalf of an Eligible Beneficiary on whose behalf you hold Shares, you acknowledge and agree:
  - (i) that you are a Custodian (as that term is defined in paragraph 4 of ASIC Corporations (*Share and Interest Purchase Plans*) Instrument 2019/547);
  - (ii) that you held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for New Shares on their behalf under the SPP and that the Eligible Beneficiary was provided with a copy of this Offer Booklet before giving such instruction;
  - (iii) that you are not applying for New Shares on behalf of any Eligible Beneficiary with an Application price of more than \$30,000 under the SPP; and
  - (iv) to certify to us in writing the matters required by paragraph 8(3) of ASIC Corporations (*Share and Interest Purchase Plans*) Instrument 2019/547, and that the information given in that certification is true, correct and not misleading;

- (g) you agree to these Terms and Conditions and you agree not to do anything which would be contrary to the spirit, intention or purpose of the SPP;
- (h) you agree to be bound by the constitution of CCR (as it may be amended from time to time);
- (i) you represent that you are in compliance with all relevant laws and regulations;
- (j) you authorise CCR (and its officers or agents) to correct any error in, or omission from, your Application Form and to complete the Application Form by the insertion of any missing details;
- (k) you agree that CCR may determine that your Application Form is valid and in accordance with these Terms and Conditions, even if it is incomplete, contains errors or is otherwise defective;
- (l) you agree that your Application is only effective when received by the Registry and not when posted;
- (m) you acknowledge that CCR may vary the timetable set out in this Offer Booklet at its discretion by lodging a revised timetable with the ASX;
- (n) you accept the risk associated with any return of Application monies (for example, in the event of a rejected Application) or other refunds that may be despatched to you by to your address shown on CCR's Shares register;
- (o) you agree to indemnify CCR for, and to pay to CCR within 5 business days of demand, any dishonour fees or other costs CCR may incur in presenting a cheque or bank draft for payment which is dishonoured;
- (p) you acknowledge that no interest will be paid on any Application monies held pending the issue of the New Shares or subsequently returned to you for any reason;
- (q) you acknowledge that none of CCR, its advisors or agents, or the Registry has provided you with investment advice, financial product advice or taxation advice, and that none of them has any obligation to provide this advice, concerning your decision to apply for and purchase New Shares;
- (r) you acknowledge that this Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in CCR and is given in the context of CCR's past and ongoing continuous disclosure announcements to the ASX;
- (s) you acknowledge that the Offer Booklet that incorporates these Terms and Conditions does not purport to contain all of the information that an investor may require to make an investment decision;
- (t) you acknowledge that there are risks associated with acquiring and holding Shares, including those described in the immediately preceding section;
- (u) you acknowledge that none of CCR, its officers or agents are liable for any exercise of any discretions by any person referred to in these Terms and Conditions;
- (v) you acknowledge that any remaining balance of your payment, due to a rounding down of the number of New Shares, will be donated to a registered charity of CCR's choosing (provided that the remaining balance is less than the Issue Price of one New Share);
- (w) if you make payment of Application money by BPAY®, you acknowledge that you will be taken to have made all representations, warranties and undertakings set out in the Application Form as if you had validly signed and submitted an Application Form;
- (x) you declare that you are at least 18 years of age and have full legal capacity and power to perform all your rights and obligations in respect of the SPP;
- (y) you acknowledge and agree that you are not in the United States and are not

acting for the account or benefit of a person in the United States;

- (z) you acknowledge that the New Shares have not been, and will not be, registered under the Securities Act of 1933, as amended (**U.S. Securities Act**), or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand and accordingly, the New Shares to be offered and sold under the SPP offer will only be offered and sold to Eligible Shareholders in Australia or New Zealand in “offshore transactions” (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act;
- (aa) you acknowledge and agree that if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating in the SPP is resident in Australia or New Zealand; and
- (bb) you agree not to send any materials relating to the SPP to any person outside Australia and New Zealand.

#### **4. Parcel price and number of New Shares**

You agree to pay the total Application price of:

- (a) \$2,500;
- (b) \$5,000;
- (c) \$10,000;
- (d) \$15,000;
- (e) \$20,000;
- (f) \$25,000; or
- (g) \$30,000.

CCR shall determine the number of New Shares to be issued to each Eligible Shareholder who applies for a Parcel, by dividing the value of that Parcel by the Issue Price. If the Issue Price cannot be divided into your Nominated Subscription to give a whole number of Shares, there will be a rounding down of the number of New Shares. In

accordance with clause 3.6(v), any remaining balance of your payment will be donated to a registered charity of CCR’s choosing. You will not receive a refund for this amount, which will always be less than the Issue Price of one New Share.

#### **5. Issue of Shares**

On the Issue Date, CCR will issue the number of Shares to each Eligible Shareholders on the basis set out in clause 4.

New Shares issued under the SPP will, at the time of issue, rank equally with, and have the same voting rights, distribution rights and other entitlements as existing Shares.

You acknowledge the risk that the market price of Shares may change (rise or fall) between the date you submit your Application and the Issue Date, which may mean that the Issue Price you pay for the New Shares may exceed or be less than the market price of Shares on the Issue Date.

CCR will apply for New Shares issued under the SPP to be quoted on ASX. It is anticipated that the trading of the New Shares on the ASX will commence on 14 February 2022.

#### **6. Variation and termination**

CCR reserves the right at any time to:

- (a) amend or vary these Terms and Conditions;
- (b) waive compliance with any provision of these Terms and Conditions;
- (c) withdraw the SPP or suspend or terminate the SPP;
- (d) vary the timetable for the SPP, including the Closing Date;
- (e) not accept an Application, not issue New Shares, or issue New Shares to a value less than that applied for under the SPP by an Eligible Shareholders (including a Custodian applying on behalf of one or more Eligible Beneficiaries).

Any such amendment, variation, waiver, suspension, withdrawal, non-acceptance or

termination will be binding on all Eligible Shareholders even where CCR did not notify you of that event.

In the event the SPP is withdrawn or terminated, all Application monies will be refunded. No interest will be paid on any money returned to you.

## **7. Settling disputes**

CCR may settle in any manner it sees fit, any difficulties, anomalies or disputes which may arise in connection with the operation of the SPP whether generally or in relation to any participant or any Application of New Shares. The decision of CCR is conclusive and binding on all participants and other persons to whom the determination relates. These rights may be exercised by CCR, its Board of Directors or any of their delegates.

## **8. Privacy**

Chapter 2C of the Corporations Act requires information about Shareholders (including their name, address and details of the Shares they hold) to be included in the public register of the entity in which they hold Shares. This information must continue to be included in the public register even if they cease to be a Shareholder.

CCR and the Registry may collect personal information to process the Application and implement the SPP, and to administer holdings of Shares.

The personal information contained in CCR's Shares register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to Shareholders) and to ensure compliance with legal and regulatory requirements, including taxation laws and the Corporations Act.

The personal information CCR collects in relation to Shareholders may include the name, address, other contact details, bank account details and details of their holdings of Shares.

Shareholders who are individuals and the other individuals in respect of whom personal information is collected, as outlined above, have certain rights to access, correct or update the personal information held about them, subject to

some exceptions allowed by law. Such individuals should contact the Registry on 1300 402 422 from within Australia or +61 1300 402 422 from outside Australia between 8.30 am and 5.30 pm, (Sydney time), Monday to Friday while the offer remains open.

Personal information regarding Shareholders may be disclosed to joint investors, the Registry, securities brokers, third party service providers (including print and mail service providers, technology providers, and professional advisors), related entities of CCR and each of their agents and contractors, and ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom CCR will disclose personal information may be located overseas.

The main consequence of not providing the personal information outlined in this clause 8 would be that CCR may be hindered in, or prevented from, processing Applications, and from conducting and implementing the SPP.

The Registry's privacy policy is available on their website:

[https://www.linkgroup.com/docs/Link\\_Group\\_Privacy\\_Policy.pdf](https://www.linkgroup.com/docs/Link_Group_Privacy_Policy.pdf)

## **9. Taxation**

Eligible Shareholders should consult their own taxation advisor about the tax status of their investment in New Shares.

## **10. Shortfall and Underwriting**

The SPP is not underwritten.

CCR reserves its right to place any shortfall under the SPP at the Issue Price in accordance with its share issue capacity under the Listing Rules.

## **11. Governing law**

These Terms and Conditions are governed by the laws in force in Victoria, Australia and are to be interpreted in accordance with their spirit, intention and purpose.

## **12. Inconsistency**

These Terms and Conditions prevail to the extent of any inconsistency with the Application Form.

## DEFINITIONS

|                             |                                                                                                                                                                                                                    |
|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Allotment Date</b>       | The date on which New Shares are allotted under the SPP.                                                                                                                                                           |
| <b>Application</b>          | A correctly completed and submitted Application Form or a payment via BPAY®.                                                                                                                                       |
| <b>Application Form</b>     | The Application Form relating to the SPP that you received with this Offer Booklet, including the instructions. This may include a deemed Application Form in the same terms, where a valid BPAY® payment is made. |
| <b>ASIC</b>                 | Australian Securities and Investments Commission.                                                                                                                                                                  |
| <b>ASX</b>                  | The Australian Securities Exchange, or the equivalent market operated by ASX Limited ABN 98 008 624 691 as the context requires.                                                                                   |
| <b>Beneficiary</b>          | A person on whose behalf a Custodian is holding Shares as at the Record Date.                                                                                                                                      |
| <b>Board</b>                | The board of directors of CCR.                                                                                                                                                                                     |
| <b>Closing Date</b>         | 5.00 pm (Sydney time) on 4 February 2022.                                                                                                                                                                          |
| <b>Corporations Act</b>     | <i>Corporations Act 2001</i> (Cth) as amended from time to time.                                                                                                                                                   |
| <b>Custodian</b>            | a custodian, trustee or nominee within the definition of “custodian” in <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> .                                                         |
| <b>Despatch Date</b>        | The date on which the transaction confirmation statements are despatched to participating Eligible Shareholders.                                                                                                   |
| <b>Dollars, \$ or A\$</b>   | Australian dollars.                                                                                                                                                                                                |
| <b>Eligible Beneficiary</b> | A Beneficiary with a registered address in either Australia or New Zealand, provided that such Beneficiary is not, or is not acting for the account or benefit of, a person in the United States.                  |

|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Eligible Shareholder</b> | <p>A person who, at the Record Date, was recorded in CCR's Shares register as being a registered holder of Shares with a registered address in:</p> <ul style="list-style-type: none"> <li>• Australia; or</li> <li>• New Zealand,</li> </ul> <p>and who is not an Excluded Shareholder.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Excluded Shareholder</b> | <p>Any of the following registered holders of Shares:</p> <ul style="list-style-type: none"> <li>• a holder who holds Shares (either on their own account or the account of another person) who resides outside Australia or New Zealand; or</li> <li>• a holder who is, or is acting for the account or benefit of, a person in the United States.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>CCR</b>                  | Credit Clear Limited ACN 604 797 033                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Issue Date</b>           | The date on which Shares are issued under the SPP which is expected to occur on 11 February 2022.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Issue Price</b>          | <p>\$0.40 per New Share (provided that price is at least 80% of the 5-day VWAP of Credit Clear shares, which is to be calculated over the five days before the proposed issue date of the SPP (expected to be 11 February 2022)) being the issue price under the Placement, which represents:</p> <ul style="list-style-type: none"> <li>• a 25.9% discount to CCR's closing price of \$0.54 per Share on Monday, 13 December 2021 (being the last trading day prior to the announcement of the Placement and SPP); and</li> <li>• a 21.5% discount to the 15 day VWAP of \$0.51 on Monday, 13 December 2021, the day prior to announcement of the Placement.</li> </ul> <p>However, if \$0.40 is less than 80% of the 5-day VWAP of Credit Clear Shares over the Calculation Period, then the Issue Price will be the lower of:</p> <ul style="list-style-type: none"> <li>• the price that is 80% of the VWAP over the Calculation Period; or</li> <li>• \$0.413 (which is 80% of the VWAP for Credit Clear shares calculated over the 5 day period up to the announcement of the Offer).</li> </ul> <p>Credit Clear will confirm the Issue Price on the issue date (expected to be 11 February 2022).</p> |
| <b>Listing Rules</b>        | The listing rules of the ASX.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>New Share</b>            | New fully paid ordinary shares in CCR offered under the SPP.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

|                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|-------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Nominated Subscription</b> | The total dollar amount subscribed for, being the Parcel multiplied by the Issue Price.                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Offer Booklet</b>          | this offer booklet in respect of the SPP.                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Opening Date</b>           | 10.00 am (Sydney time) on 20 December 2021.                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Parcel</b>                 | A number of New Shares in respect of an amount of \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000, at the Issue Price.                                                                                                                                                                                                                                                                                                                     |
| <b>Placement</b>              | The placement of new Shares pursuant to the institutional placement announced on 16 December 2021.                                                                                                                                                                                                                                                                                                                                                              |
| <b>Record Date</b>            | 5.00 pm (Sydney time) on 15 December 2021.                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>Registry</b>               | Link Market Services Limited.                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Scale Back</b>             | Any reduction in allotments of New Shares under the SPP.                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Scale Back Date</b>        | 7 February 2022.                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Security or Securities</b> | A fully paid ordinary share in CCR                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Shareholder(s)</b>         | Holder(s) of Shares.                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>SPP</b>                    | This Share Purchase Plan.                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Terms and Conditions</b>   | The terms and conditions of the SPP set out in this Offer Booklet, including these Definitions and the Application Form.                                                                                                                                                                                                                                                                                                                                        |
| <b>U.S. Securities Act</b>    | The Securities Act of 1933, as amended.                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>VWAP</b>                   | Volume weighted average price, in relation to the price of Credit Clear shares for a particular period, is the volume weighted average price of trading in those shares on the ASX market and the Chi-X market over the relevant period, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises. |



## **CORPORATE DIRECTORY**

### **Registered office**

Level 18, 530 Collins Street  
Melbourne, VIC 3000

### **Legal advisor**

Allen & Overy  
Level 25, 85 Castlereagh St  
Sydney NSW 2000

### **Registry**

Link Market Services  
Tower 4, Collins Square Level 13, 727 Collins St  
Melbourne, VIC 3000

### **Website**

Information about the SPP and Placement can be found via CCR's website at <https://creditclear.com.au/investor-centre/results-and-reports.html>

### **CCR Offer Information Line**

1300 402 422 from within Australia or +61 1300 402 422 from outside Australia

Open between 8.30 am and 5.30 pm (Sydney time), Monday to Friday while the Offer remains open for acceptance.