



Money in Motion

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Level 12

333 Ann Street

Brisbane QLD 4000

EML Payments Limited

22 July 2019

ASX Market Announcements

20 Bridge Street
SYDNEY NSW 2000

Appendix 3B & Secondary Trading Notice

Appendix 3B

Attached is EML Payments Limited's (**EML**) appendix 3B in relation to the issue of 891,236 fully paid ordinary shares.

In relation to those shares:

- (a) 186,358 fully paid ordinary shares were issued on the exercise of options under EML's Employee Share Option Plan;
- (b) 704,878 fully paid ordinary shares were issued on buy-back of contractual obligations.

Secondary Trading Notice per section 708(5)(e)

In respect of the shares in (b) above, EML gives notice pursuant to section 708(5)(e) of the *Corporations Act 2001* (**the Act**).

These shares were issued without disclosure to investors under Part 6D.2 of the Act. EML confirms that as at the date of this notice, it has complied with:

- (a) the provisions of Chapter 2M of the Act as they apply to EML; and
- (b) section 674 of the Act.

Further, as at the date of this notice, there is no information to be disclosed which is excluded information of the type referred to in sections 708A(7) and 708A(8) of the Act. EML notes that in the ordinary course of its business, it continually evaluates growth opportunities, some of which may prove to be material and therefore price sensitive. As at the date of this notice, no such evaluations are sufficiently certain or material to require disclosure to the market.

About EML Payments Limited

With EML, you will be empowered with more control, transparency and flexibility over your payment processes. Whether you serve businesses or consumers, EML makes your payment processing more efficient and secure from start to finish, while helping you improve customer service and increase brand loyalty.

Our portfolio offers innovative financial technology that provide solutions for payouts, gifts, incentives and rewards, and supplier payments. We issue mobile, virtual and physical card solutions to some of the largest corporate brands around the world, processing billions of dollars in payments each year, and manage more than 1,200 programs across 23 countries in North America, Europe and Australia.

For more information on EML Payments Limited, visit: emlpayments.com

For further information, please contact:

Paul Wenk

Company Secretary

EML Payments Limited (ASX: EML)

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(1)Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

EML Payments Limited

ABN

93 104 757 904

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|------------------------------------|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 891,236 Fully Paid Ordinary Shares |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully Paid Ordinary Shares |

+ See chapter 19 for defined terms.

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4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes
5	Issue price or consideration	Nil consideration
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	186,358 Fully Paid Ordinary Shares were issued upon exercise of 186,358 Options (vested on 28 June 2019 and 16 July 2019). 704,878 Fully Paid Ordinary Shares issued on buy-back of contractual obligations.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	704,878
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of +securities issued under an exception in rule 7.2	186,358	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Remaining capacity under 7.1 – 36,966,116 Remaining capacity under 7.1A – N/A	
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	18 July 2019	
8	Number and + class of all + securities quoted on ASX (including the + securities in section 2 if applicable)	Number	+ Class
		251,844,839	EML fully paid ordinary shares
		82,192	EML fully paid ordinary shares in escrow to 28/3/2020
			Total: 251,762,647

+ See chapter 19 for defined terms.

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9	Number and + class of all + securities not quoted on ASX (including the + securities in section 2 if applicable)	Number	+ Class
		6,200,000	\$1.45 options expiring 30/9/19 vesting upon achievement of performance hurdles 30/8/19
		1,641,314	Nil exercise price, options expiring 30/9/20, vesting upon achievement of performance hurdles 30/8/20
		250,168	Nil exercise price options, vesting in three equal tranches on 28/06/20 and 28/06/21 respectively.
		122,550	Nil exercise price options, vesting in three equal tranches on 16/07/20 and 16/08/21 respectively.
		391,566	Nil exercise price rights, expiring 30/10/21, vesting upon achievement of performance hurdles by 30/06/2021.
		1,648,971	Nil exercise price, options expiring 30/10/21, vesting upon achievement of performance hurdles by 30/06/2021.
		688,389	Nil exercise price, options expiring 30/10/21, vesting upon achievement of performance hurdles by 30/06/19 and retention hurdle on 01/09/21.
		43,268	Nil exercise price, options expiring 13/01/20, vesting upon achievement of retention hurdles by 13/11/19.
		43,268	Nil exercise price, options expiring 13/01/21, vesting upon achievement of retention hurdles by 13/11/20.
		51,160	Nil exercise price, options expiring 3/10/21, vesting upon achievement of retention and performance hurdles on 30 June 2021.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the + securities will be offered	N/A
14	+ Class of + securities to which the offer relates	N/A
15	+ Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A

+ See chapter 19 for defined terms.

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24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+ Issue date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of + securities
(tick one)
- (a) ☒ + Securities described in Part 1

+ See chapter 19 for defined terms.

(b) ☐ All other + securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional + securities, and the number and percentage of additional + securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional + securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional + securities

Entities that have ticked box 34(b)

38 Number of + securities for which + quotation is sought

39 + Class of + securities for which quotation is sought

+ See chapter 19 for defined terms.

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- 40 Do the + securities rank equally in all respects from the + issue date with an existing + class of quoted + securities?

If the additional + securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

- 41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another + security, clearly identify that other + security)

- 42 Number and + class of all + securities quoted on ASX (including the + securities in clause 38)

Number	+ Class

+ See chapter 19 for defined terms.

Quotation agreement

- 1 + Quotation of our additional + securities is in ASX's absolute discretion. ASX may quote the + securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the + securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before + quotation of the + securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Date: 22 July 2019

Company Secretary

Print name: Paul Wenk

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid + ordinary securities on issue 12 months before the + issue date or date of agreement to issue	248,374,468
Add the following: - Number of fully paid + ordinary securities issued in that 12 month period under an exception in rule 7.2 - Number of fully paid + ordinary securities issued in that 12 month period with shareholder approval - Number of partly paid + ordinary securities that became fully paid in that 12 month period <i>Note:</i> - Include only ordinary securities here – other classes of equity securities cannot be added - Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed - It may be useful to set out issues of securities on different dates as separate line items	Issued under an exception to Listing Rule 7.2: - 466,225 fully paid ordinary securities issued on 10 September 2018 - 528,644 fully paid ordinary securities issued on 24 September 2018 - 643,431 fully paid ordinary securities issued on 5 October 2018 - 190,833 fully paid ordinary securities issued on 11 December 2018 - 50,000 fully paid ordinary securities issued on 4 March 2019 - 700,002 fully paid ordinary securities issued on 11 June 2019 - 186,358 fully paid ordinary securities issued on 18 July 2019 Nil partly paid ordinary securities that became fully paid in the 12 month period
Subtract the number of fully paid + ordinary securities cancelled during that 12 month period	Nil
“A”	251,139,961

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	37,670,994
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of + equity securities issued or agreed to be issued in that 12 month period <i>not</i> counting those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <i>Note:</i> • This applies to equity securities, unless specifically excluded – not just ordinary securities • Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed • It may be useful to set out issues of securities on different dates as separate line items	704,878 Fully Paid Ordinary Shares issued on 22 July 2019 on buy-back of contractual obligations.
“C”	704,878
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	37,670,994
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	704878
Total [“A” x 0.15] – “C”	36,966,166 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	N/A
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of + equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i>	
“E”	

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.10] – “E”	N/A <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.