ABN: 88 098 952 277
Suite 5.01, Level 5, 201 Miller Street, North Sydney NSW 2060

17 April 2024

Earlypay Limited (ASX:EPY)

MINIMUM HOLDING BUY-BACK

Earlypay Limited ("**EPY**" or the "**Company**") advises that it will undertake a minimum holding buy-back of unmarketable parcels held in the Company ("**Minimum Holding Buy-back**"). Under the ASX Listing Rules, any shareholding valued at less than A$500 is considered to be an unmarketable parcel. The Company will be responsible for the costs incurred in undertaking the Minium Holding Buy-back (excluding any associated taxation consequences).

The Company has decided to undertake the Minimum Holding Buy-back to allow holders of unmarketable parcels ("**Eligible Shareholders**") to sell their shares back to the Company in circumstances where it would otherwise be uneconomical to dispose of their holding. The Company will then cancel the purchased shares in accordance with the *Corporations Act 2001* (Cth).

The Company will undertake the Minimum Holding Buy-back at a price of A$0.18 (18 cents), being the VWAP in the 20 business days prior to 7.00pm AEST on Tuesday, 16 April 2024 ("**Record Date**"). As at the Record Date:

- an unmarketable parcel is 2,777 shares;
- unmarketable parcels are held by 378 holders (being a total of 481,968 shares or 0.17% of the Company's total issued shares on the Record Date); and
- the total value of the unmarketable parcels held by holders is around $86,754.24.

While the Company values each of its shareholders, it incurs significant administrative and share registry fees for these small holdings. The Company expects that undertaking the Minimum Holding Buy-back will reduce the financial and administrative costs of maintaining a large number of very small holdings. For the avoidance of doubt, any shareholder that holds more than 2,777 shares will be ineligible to participate in the Minimum Holding Buy-back.

Eligible Shareholders have the right to opt-out of the Minimum Holding Buy-back by returning a Share Retention Form to the Company's share registry, Computershare Investor Services Pty Limited, by mail to GPO Box 52, Melbourne VIC 3001, or online, by no later than 5.00pm AEST on Monday, 3 June 2024.

The enclosed Shareholder Letter outlining the procedures of the Minimum Holding Buy-back will be mailed to Eligible Shareholders on 22 April 2024. Eligible Shareholders do not need to do anything further until they receive these details.

The Company reserves the right to change any of the dates referred to in this announcement or the enclosed Shareholder Letter and Share Retention Form, or to vary, cancel or delay the Minimum Holding Buy-back at any time before the unmarketable parcels are bought back, by making an announcement to ASX. The Company does not provide any recommendation or advice as to whether Eligible Shareholders should sell or retain their shares. Under the Corporations Act, the Company does not require shareholder approval for the Minimum Holding Buy-back.

Below is an indicative timetable for the Minimum Holding Buy-back.

Description	Timeframe
Record Date	Tuesday 16 April 2024
Announcement of buy-back	Wednesday 17 April 2024
Notification to shareholders	Monday 22 April 2024
Closing date for receipt of opt-out letters	Monday 3 June 2024
Announcement of outcome of Minimum Holding Buy-back	Wednesday 5 June 2024
Remittance of proceeds to participating Eligible Shareholders	Monday 17 June 2024

The Company's on-market buy-back program announced on 24 August 2023 is separate from the Minimum Holding Buy-back and will continue in accordance with its previously announced terms during the above period.

This release was authorised by the Board of Earlypay Limited.

For further information, please contact:

Investor Enquires
James Beeson
CEO, Earlypay
1300 760 205
james.beeson@earlypay.com.au

ABOUT EARLYPAY

Earlypay provides secured finance to SMEs in the form of invoice, equipment, and trade financing.

Earlypay's core product is invoice financing which can help SMEs overcome the cash flow pressure of waiting up to 60 days to receive payment of their customer invoices. Typically, Earlypay will provide SMEs with up to 80% of the invoice amount and funds can be used for any business purpose. Because invoice finance is supported by outstanding invoices, available funding increases in line with sales volume and is well suited to growing businesses.

Earlypay also provides SMEs with finance to invest in equipment and vehicles, and can also offer trade finance to clients to pay their suppliers.

ABN: 88 098 952 277
Suite 5.01, Level 5, 201 Miller Street, North Sydney NSW 2060

22 April 2024

Dear Shareholder

OFFER TO BUY-BACK UNMARKETABLE PARCELS OF SHARES

As you may be aware, Earlypay Limited ("**EPY**" or "**Company**") (ASX: EPY) has announced that it proposes to undertake a minimum holding buy-back of holdings valued at less than A$500 ("**Unmarketable Parcels**") as at 16 April 2024 ("**Record Date**"). The amount that will be paid for the shares bought back will be A$0.18 (18 cents) per share, being the weighted average sale price of securities sold on the ASX during the 20 consecutive trading days immediately preceding the Record Date ("**Minimum Holding Buy-back**").

The Company has a large percentage of shareholders holding less than marketable parcels. While the Company values each of its shareholders, by divesting Unmarketable Parcels, the Company significantly reduces its administration and share registry costs.

The Company has the ability to undertake the Minimum Holding Buy-back under Clause 31 of its Constitution and the ASX Listing Rules. The Minimum Holding Buy-back will be undertaken under the terms set out in this letter and the procedure in Division 2 of Part 2J.1 of the *Corporations Act 2001* (Cth) ("**Corporations Act**"). Unmarketable Parcels that are purchased by the Company under the Minimum Holding Buy-back will be cancelled in accordance with section 257H of the Corporations Act.

The Company has announced a Record Date of 7:00pm AEST on Tuesday, 16 April 2024 to determine those shareholders who hold an Unmarketable Parcel. As a shareholder within this category as at the Record Date, you are eligible to have your shares bought back by the Company under this procedure. The advantage in the Company buying-back your Unmarketable Parcel in this way is that the Company will bear all transaction costs associated with the purchase of your Unmarketable Parcel. The proceeds of the Company buying-back your Unmarketable Parcel will be paid to you within 10 business days of the settlement of these purchases.

You have six (6) weeks from the date of this letter to elect whether to allow the Company to buy-back your Unmarketable Parcel. Please be aware that you are not obliged to sell your Unmarketable Parcel under this procedure; the choice is entirely up to you. However, if you **DO NOT** wish the Company to buy-back your Unmarketable Parcel, you **MUST** notify the Company immediately and, in any event, by no later than 5.00pm AEST on Monday, 3 June 2024 ("**Closing Date**").

If you **DO NOT** wish your Unmarketable Parcels to be bought-back by the Company, please complete and return the enclosed Share Retention Form ("**Form**") to the address noted on the Form, so that it is received by the Company's share registry, Computershare Investor Services Pty Limited ("**Computershare**") by the Closing Date. If you **DO NOT** return the completed Form by the Closing Date, your shares will be bought back by the Company.

Relevant Dates

The Company intends to conduct the minimum holding buy-back in accordance with the following timetable:

ABN: 88 098 952 277
Suite 5.01, Level 5, 201 Miller Street, North Sydney NSW 2060

Description	Timeframe
Record Date	Tuesday 16 April 2024
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Further Information

For further information about the Unmarketable Parcel Buy-back, please read the Information Sheet enclosed to this letter. If, after reading the Information Sheet, you still have questions or need further information, you may contact Computershare on 1300 850 505 (from within Australia) or +61 3 9415 4000 (from outside of Australia) between then hours of 8.30am to 5.00pm Monday to Friday AEST.

The Company does not provide any recommendation or advice as to whether you should sell or retain your shares.

THIS IS AN IMPORTANT DOCUMENT. IF YOU ARE IN ANY DOUBT AS TO HOW TO DEAL WITH IT THEN YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL OR OTHER PROFESSIONAL ADVISER.

Yours faithfully,

Mathew Watkins
Company Secretary
Earlypay Limited

For further information, please contact Mr Watkins on +61 3 9692 7222

ABN: 88 098 952 277
Suite 5.01, Level 5, 201 Miller Street, North Sydney NSW 2060

INFORMATION SHEET
MINIMUM HOLDING BUY-BACK

1. Who is eligible to participate in the Minimum Holding Buy-back?

Earlypay Limited ("**EPY**" or "**Company**") shareholders are eligible to participate in a minimum holding buy-back ("**Minimum Holding Buy-back**") if they held an unmarketable parcel of shares as at 7.00pm AEST on Tuesday, 16 April 2024 ("**Record Date**"). An unmarketable parcel is a holding of fully paid ordinary shares in the Company that is valued at less than A$500 ("**Unmarketable Parcel**"). Based on the price of A$0.18, an Unmarketable Parcel is equivalent to a shareholding of 2,777 shares or less.

2. Why has the Minimum Holding Buy-back been established?

The Company has decided to undertake the Minimum Holding Buy-back to enable you to sell your Unmarketable Parcel without incurring brokerage or handling costs that could otherwise make a sale of your Unmarketable Parcel uneconomic or difficult. The Company expects that the Minimum Holding Buy-back will reduce its administrative costs associated with maintaining a large number of very small holdings.

3. Why have I received this letter?

You have received this letter because our records indicate that you held an Unmarketable Parcel of shares as at the Record Date.

4. What do I need to do to sell my shares?

If you wish to sell your shares, you should **take no action**. Your shares will be bought back by the Company through the Minimum Holding Buy-back unless you return a Share Retention Form or (if applicable) arrange to have multiple shareholdings merged into one shareholding that is noted on the Company's share register as being more than 2,777 shares by 5.00pm AEST on Monday, 3 June 2024 AEST ("**Closing Date**").

5. What if I do not wish to sell my shares?

If you do not wish to sell your shares, you must opt-out of the Minimum Holding Buy-back by completing and returning the enclosed Share Retention Form ("**Form**") to the address provided in the Form so that it is received by the Company's share registry, Computershare Investor Services Pty Limited ("**Computershare**") prior to the Closing Date. If Computershare has not received your Form by the Closing Date, your shares will be sold through the Minimum Holding Buy-back.

Alternatively, if you hold shares in multiple shareholdings that together constitute a parcel of more than 2,777 shares, you may arrange to have those shareholdings merged into one shareholding that is noted on the Company's share register as being greater than 2,777 shares as at the Closing Date.

If your holding of the Company's shares increases to have a value of A$500 or more (treating each holding separately) by on market purchases or otherwise, your holding will not be bought back. Holdings which decrease from having a value of A$500 or more to having a value of less than $500 after the Record Date (for example by on-market sales) will not become eligible to be bought back.

6. What price will receive for shares sold through the Minimum Holding Buy-back?

The Minimum Holding Buy-back will allow shareholders with an Unmarketable Parcel to sell their shares back to the Company for A$0.18 per share. The total price that you will receive for an Unmarketable Parcel if it is bought back by the Company through the Minimum Holding Buy-back will be the number of shares in that Unmarketable Parcel multiplied by A$0.18.

7. Do I need to pay anything if I participate in the Minimum Holding Buy-back?

The Company will pay all costs and expenses arising in connection with the Minimum Holding Buy-back. Any tax payable, or other tax consequences from the Minimum Holding Buy-back, will be your responsibility.

8. When will I receive the proceeds for the shares sold?

If your Unmarketable Parcel is bought back through the Minimum Holding Buy-back, the proceeds will be remitted to you on Monday, 17 June 2024.

Proceeds will be remitted to the bank account that you have registered with Computershare. If no bank account is registered, proceeds will be remitted by cheque mailed to the address that you have registered with Computershare. You will also receive documentation detailing the number of your shares sold and the amount of proceeds remitted to you. This documentation will be sent by mail or email if you have previously nominated to receive communication electronically.

9. What if I hold multiple Unmarketable Parcels of shares?

If you hold multiple Unmarketable Parcels of shares, you must complete and return a Form for each separate Unmarketable Parcel that you wish to retain.

Alternatively, you may aggregate your multiple holdings to avoid them being sold. To do this, please contact Computershare on 1300 850 505 (from within Australia) or +61 3 9415 4000 (from outside of Australia) between then hours of 8.30am to 5.00pm Monday to Friday AEST. If you wish to sell your Unmarketable Parcel, you should take no action.

10. What if my holding of shares in the Company is a CHESS Holding?

If your shares remain in a CHESS Holding, the Company may move those shares to an Issuer Sponsored Holding and the shares will then be sold under the Minimum Holding Buy-back.

11. Does the Company have the authority to undertake the Minimum Holding Buy-back?

The Company has the ability to establish the Minimum Holding Buy-back and facilitate the transfer of Unmarketable Parcels under its Constitution and the ASX Listing Rules.

12. Where can I obtain further information?

For further information about the Minimum Holding Buy-back, you may contact Computershare on 1300 850 505 (from within Australia) or +61 3 9415 4000 (from outside of Australia) between then hours of 8.30am to 5.00pm Monday to Friday AEST.

13. What if I am unsure of what to do?

If you are in doubt about what to do, you should consult a financial, legal or taxation adviser. This Information Sheet does not constitute advice, nor is it a recommendation to sell, buy or hold shares.

14. Important notes

The ASX Listing Rules treat a shareholding with a value (calculated using the price of the shares on ASX) of less than A$500 as an unmarketable parcel. The use of "unmarketable parcel" in this Information Sheet and the accompanying letter and Share Retention Form is to identify the maximum value of parcels of shares which are eligible to be bought back. The description of your holding of shares as an unmarketable parcel does not mean that you cannot sell your shares at any time before the Closing Date (or after the Closing Date if you return a Share Retention Form or consolidate multiple holdings so they exceed 2,777 shares).

The Company reserves the right to change any of the dates referred to in this letter or the enclosed Information Sheet or Share Retention Form or to vary, cancel or delay the Minimum Holding Buy-back at any time before your shares are sold, by making an announcement to ASX.

earlypay

ACN 098 952 277

EPY

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Return your Form to the Company's share registry:

By Mail:
Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia

By Email:
corpactprocessing@computershare.com.au

For all enquiries:

Phone:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Web:
www.investorcentre.com/contact

Unmarketable Parcel Share Buy-Back – Share Retention Form

If you wish to retain your shares, your form must be received by 5:00pm (Sydney time) on Monday, 3 June 2024

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Shareholding Details

Use this form if you wish to retain your shares in Earlypay Limited. If you have recently bought or sold shares your shareholding may differ from that shown. If you have already sold all your shares in Earlypay Limited, do not complete or return this form. If you have more than one shareholding on Earlypay Limited's register and you do not wish to have your shares bought back under the Minimum Holding Share Buy-Back, you should consider consolidating them. For further advice on how to do this, contact Computershare Investor Services Pty Limited (**CIS**) on the number above.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored shareholding, please contact your Controlling Participant to notify a change of address.

Step 2: Signing Instructions

Individual: Where the shareholding is in one name, the shareholder must sign.
Joint Shareholding: Where the shareholding is in more than one name, all of the shareholders must sign.
Power of Attorney: Where signing as Power of Attorney (**POA**), you must attach an original certified copy of the POA to this form.
Companies: Where the shareholding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the shareholding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.
Deceased Estate: Where the shareholding is in the name of a deceased estate, all executors must sign; and a certified copy or original, of the required documentation must accompany this form. Details of the documentation required can be found by searching "deceased estates" on our website www.computershare.com or by calling Computershare Investor Services Pty Limited on 1300 850 505 or +61 3 9415 4000. If the shareholding is in more than one name the surviving shareholder may sign the form and return it together with a certified copy of the death certificate of the other joint shareholder.

Step 3: Contact Details

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form ➔

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Earlypay Limited
Unmarketable Parcel Share Buy-Back – Share Retention Form

For your security keep your SRN/ HIN confidential.

STEP 1 **Shareholding Details**

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Change of address. If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Shares held as at 7:00pm (Sydney time) Tuesday, 16 April 2024: **2000**

STEP 2 **Signature of Shareholder(s)** *This section must be completed.*

By signing and returning this form, in accordance with the requirements set out in 'Step 2: Signing Instructions' overleaf, I/we confirm that I/we understand that my/our **SHARES WILL NOT BE BOUGHT BACK** under the Unmarketable Parcel Share Buy-Back.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole Director and Sole Company Secretary/ Sole Director (cross out titles as applicable)	Director	Director/Company Secretary (cross out titles as applicable)

STEP 3 **Contact Details**

Contact Name ______________________ **Contact Daytime Telephone** ______________ **Date** / /

Email Address ____

Please ensure you return your completed form to the address overleaf, or alternatively, email a copy of your completed form to **corpactprocessing@computershare.com.au**. Please ensure only one form is attached per e-mail and please do not use this e-mail address for any other purpose.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Policy at http://www.computershare.com/au.