

9 June 2022**ASX Announcement**

Cleansing Statement

IOUpay Limited (ASX:IOU) (“**IOUpay**” or the **Company**) advises that on 8 June 2022, it issued a total of 2,600,000 Fully Paid Ordinary Shares (the **Securities**) without disclosure to the recipients under Part 6D.2 of the *Corporations Act 2001* (Cth) (the **Corporations Act**) upon conversion of 2,600,000 options at \$0.0001 per share.

The options were issued as part of the employee incentive scheme which was first adopted by Shareholders on 11 January 2021 (**Incentive Plan** or **Plan**). The Plan was established to help achieve the Company’s corporate objectives by attracting and retaining its key staff through incentives. The vesting criteria of the options were over three separate tranches, with the first tranche (the subject of this conversion and share issuance) vesting on the date 4 months from their issuance of 8 February 2022, providing for a first available date for vesting and conversion of 8 June 2022.

Further details on the options issued under the Plan can be located in the Notice of Annual General Meeting as released to the ASX on 21 December 2021.

The Company hereby gives notice under Section 708A(5) of the Corporations Act that:

- (a) The Company has issued the Securities without disclosure to the recipients under Part 6D.2 of the Corporations Act;
- (b) as at the date of this notice, the Company has complied with the provisions of:
 - a. Chapter 2M of the Corporations Act as they apply to the Company; and
 - b. Section 674 of the Corporations Act; and
- (c) as at the date of this notice there is no information
 - a. that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - b. that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - i. the assets and liabilities, financial position and performance, profits and losses and prospects of the body; or
 - ii. the rights and liabilities attaching to the relevant securities

to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in a disclosure document.

ENDS

The release of this announcement was authorised by the Company Secretary.

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About IOUpay (ASX:IOU):

IOUpay Limited (ASX:IOU) provides fintech and digital commerce software solutions and services that enable its institutional customers to securely authenticate end-user customers and process banking, purchase and payment transactions.

The Company's core technology platform enables large customer communities to connect to end user customers using any mobile device and integrate mobile technology throughout their existing business and customer product offerings. The Company's business divisions consist of Mobile Banking and Digital Payments which service leading banks in Malaysia and large telcos and corporates in Malaysia & Indonesia. IOUpay also works with telecommunication network providers to provide mobile OTT (over-the-top) services that leverage their subscriber base to build active communities.