

10 April 2019

Company Announcements Office
Australian Securities Exchange
20 Bridge Street
Sydney NSW 2000

Integrated Payment Technologies Limited (ASX Code: IP1)
Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth)

Integrated Payment Technologies Limited (**InPayTech**) has today announced an accelerated non-renounceable pro rata entitlement offer to raise up to \$1.544 million (**Entitlement Offer**). Under the Entitlement Offer eligible shareholders are invited to subscribe for 1 fully paid ordinary share in InPayTech (**New Share**) for every 1 existing ordinary share in InPayTech held as at 7.00pm (Sydney Time) on the Record Date being Friday, 12 April 2019.

This notice is given by InPayTech under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (**Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**ASIC Instrument**).

A Retail Offer Booklet for the Entitlement Offer is expected to be dispatched to eligible retail shareholders on Wednesday, 17 April 2019.

InPayTech confirms that:

1. the New Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Corporations Act and without a prospectus for the New Shares being prepared;
2. as at the date of this notice, InPayTech has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act as they apply to InPayTech; and
 - (b) section 674 of the Corporations Act;
3. as at the date of this notice, there is no “excluded information” within the meaning of sections 708AA(8) and 708AA(9) of the Corporations Act which is required to be disclosed under section 708AA(7)(d) of the Corporations Act; and
4. the potential effect that the issue of the New Shares will have on the control of InPayTech, and the consequences of that effect, will depend on a number of factors, including investor demand. However, given the structure of the Entitlement Offer as a pro-rata issue and the current level of substantial holdings (based on substantial holder notices that have been lodged on or prior to the date of this notice), InPayTech does not expect the issue to have a material effect or consequence on the control of InPayTech. For example:
 - (a) if all of InPayTech’s eligible shareholders take up their entitlement to New Shares, the Entitlement Offer would not have a material effect on the control of InPayTech as

eligible shareholders would continue to hold a similar percentage interest in InPayTech; or

- (b) if some eligible shareholders do not take up their full entitlement, such shareholders' interest would be diluted relative to those who did take up their full entitlement and those shareholders who have committed to underwrite a portion of the Entitlement Offer may increase their relevant interest in InPayTech through their underwriting. The size of any increase will depend on a number of factors, including the level of take-up from eligible shareholders.

Further detail of substantial holdings and potential movements in substantial holdings is set out in the table below.

Shareholder	Current number of shares over which holder has beneficial ownership	Current beneficial ownership percentage of InPayTech	Maximum number of shares over which holder may have beneficial ownership ³	Maximum beneficial ownership percentage of InPayTech ³
Colin Scully and associated entities	37,553,842	24.32%	85,107,684	32.30% ¹
Don Sharp and associated entities	33,259,437	21.54%	76,518,874	29.04% ¹
Acorn Capital Limited	9,673,002	6.26%	9,673,002	3.67% ²
Paul Collins and associated entities	4,176,687	2.70%	18,353,374	6.97% ¹
Robin Beauchamp and associated entities	2,070,645	1.32%	6,141,290	2.33% ¹

¹ Assumes that the only New Shares issued to these shareholders are shares the subject of pre-commitments.

² Acorn Capital Limited is listed as a substantial holder but has not pre-committed to take up its Entitlement under the Entitlement Offer. For the purposes of this table InPayTech has assumed it does not participate in the Entitlement Offer.

³ This calculation is based on the minimum amount being raised (ie the only shares issued under the Entitlement Offer are those the subject of pre-commitments, and those issued to Colin Scully, Don Sharp, Paul Collins and Robin Beauchamp (and their respective associated entities) in accordance with their underwriting commitment) (see page 7 of the investor presentation for further details). If, for example, the Retail Entitlement Offer is fully subscribed then the underwriting commitment from Colin Scully, Don Sharp, Paul Collins and Robin Beauchamp will not be called upon and the beneficial ownership percentages set out in the fifth column of the table in relation to Colin Scully, Don Sharp, Paul Collins and Robin Beauchamp will be reduced.