

## NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

### ASX Announcement– For immediate release

10 April 2019

#### INTEGRATED PAYMENT TECHNOLOGIES ENTITLEMENT OFFER

Integrated Payment Technologies Limited (ASX: IP1) (**InPayTech**) today launched a 1 for 1 accelerated non-renounceable pro rata entitlement offer of fully paid ordinary shares in InPayTech to raise up to \$1.544 million (up to \$0.770 million in the institutional component and \$0.774 million in the retail component) (**Entitlement Offer**). The Entitlement Offer is being undertaken at an offer price of \$0.01 per share (**Offer Price**).

The Offer Price of \$0.01 per share represents a 41.2% discount to the closing price of InPayTech shares of \$0.017 per share as at 9 April 2019, the last day before the Entitlement Offer was announced, a 42.9% discount to the volume weighted average price (**VWAP**) and a 25.9% discount to the theoretical ex-rights price (**TERP**).

New shares issued under the Entitlement Offer will rank equally with existing ordinary shares on issue.

Each of Directors of InPayTech being Don Sharp, Paul Collins and Robin Beauchamp (or entities associated with them) along with InPayTech's largest shareholder Colin Scully (or entities associated with him) have provided irrevocable commitments to participate in the entitlement offer for their pro-rata share of the Entitlement Offer (**Commitments**). Any shortfall from the Entitlement Offer is underwritten by the Directors of InPayTech being Don Sharp, Paul Collins and Robin Beauchamp (or entities associated with them) along with InPayTech's largest shareholder Colin Scully (or entities associated with him) up to \$320,000 in aggregate (**Underwriting**). Based on the Commitments and the Underwriting, InPayTech will raise a minimum amount of approximately \$1.09 million of new equity under the Entitlement Offer (**Minimum Amount**).

If the Entitlement Offer is fully subscribed, net proceeds will be used:

- to support it attaining and maintaining industry accreditations;
- to strengthen its balance sheet;
- for general working capital purposes; and
- for continued development of its ClickSuper, STP and PayVu solutions.

If only the Minimum Amount is raised, net proceeds will be used in the manner described above, except that most PayVu product development will be progressed only when InPayTech achieves positive cash flows.

The Entitlement Offer is non-renounceable and therefore entitlements are not tradeable on the ASX or any other exchange, or otherwise transferable. This means that existing shareholders who do not take

up their entitlement will not receive any value for their entitlement, and their proportionate interest in InPayTech will be diluted.

## **Institutional Entitlement Offer**

Eligible institutional and sophisticated shareholders will be invited to participate in the institutional entitlement offer at the discretion of InPayTech. Eligible institutional shareholders can choose to take up all, part or none of their entitlement.

## **Retail Entitlement Offer**

InPayTech retail shareholders with a registered address in Australia or New Zealand at 7.00pm (Sydney time) on Friday, 12 April 2019 (or eligible institutional shareholders not included in the institutional entitlement offer) will be entitled to participate in the retail entitlement offer (**Eligible Retail Shareholders**), subject to the terms and conditions set out in the Retail Offer Booklet.

Eligible Retail Shareholders will be entitled to acquire 1 New Share for every 1 existing InPayTech share held. Eligible Retail Shareholders may also apply for additional shares under the retail entitlement offer, in excess of their entitlement. Certain institutional and sophisticated investors will be invited by InPayTech to participate in any shortfall remaining after additional shares are allocated to Eligible Retail Shareholders. The allocation of additional shares and any scale back will be in the Board's absolute discretion. Eligible Retail Shareholders will be sent further details about the Entitlement Offer in a Retail Offer Booklet to be lodged with the Australian Securities Exchange and dispatched to Eligible Retail Shareholders on or about 17 April 2019. Eligible Retail Shareholders who have questions relating to the Entitlement Offer should call 1300 55 66 35 between office hours (Sydney time) Monday to Friday before the close of the Retail Entitlement Offer.

## **Entitlement Offer Timetable**

The indicative timetable for the Entitlement Offer is as follows:

<b>Event</b>	<b>Date</b>
Announcement of Entitlement Offer and InPayTech goes into Trading Halt	Wednesday 10 April 2019
Institutional Entitlement Offer closes (5pm, Sydney time)	Thursday 11 April 2019
Results of Institutional Entitlement Offer announced and Trading Halt lifted InPayTech shares resume trading on an "ex-	Friday 12 April 2019

entitlement" basis	
Record date for Entitlement Offer (7pm, Sydney time)	Friday 12 April 2019
Settlement of Institutional Entitlement Offer Retail Entitlement Offer opens and Retail Entitlement Offer booklet dispatched	Wednesday 17 April 2019
Issue and quotation of New Shares under the Institutional Entitlement Offer	Thursday 18 April 2019
Retail Entitlement Offer closes	Wednesday 15 May 2019
Issue of New Shares under the Retail Entitlement Offer	Wednesday 22 May 2019
Normal trading of New Shares issued under the Retail Entitlement Offer	Thursday 23 May 2019
The above timetable is indicative only and subject to change. InPayTech reserves the right to vary these dates or to withdraw the Entitlement Offer at any time.	

## Important Notice

Not for distribution or release in the United States This announcement is for information purposes only and is not a prospectus, disclosure document, product disclosure statement or other offering document under Australian law or any other law (and will not be lodged with the Australian Securities and Investments Commission (**ASIC**)). The announcement is not and should not be considered an offer or an invitation to acquire entitlements or New Shares or any other financial products. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or in any other jurisdiction in which such an offer would be illegal. The entitlements and the New Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (the US Securities Act) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the entitlements or the New Shares may not be granted to, taken up by, or offered or sold to, directly or indirectly, any person in the United States, or any person acting for the account or benefit of a person in the United States, except pursuant to a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable state securities laws. The distribution of this announcement in other jurisdictions outside Australia may also be restricted by law and any such restrictions should be observed. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Forward looking statements This announcement 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” “outlook”, “guidance” and other similar expressions within the meaning of securities laws of applicable jurisdictions and include, but are not limited to, indications of, or guidance or outlook on, future earnings or financial position or performance of InPayTech, the outcome and effects of the Entitlement Offer and the use of proceeds. The forward looking statements contained in this announcement are not guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of InPayTech, its directors and management, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. Refer to the " Key Risks" section of the investor presentation for a summary of certain general and InPayTech specific risk factors that may affect InPayTech or an investment in InPayTech. There can be no assurance that actual outcomes will not differ materially from these forward looking statements. A number of important factors could cause actual results or performance to differ materially from the forward looking statements, including the risk factors set out in the investor presentation. Investors should consider the forward looking statements contained in this announcement in light of those disclosures. The forward looking statements are based on information available to InPayTech as at the date of this announcement. Except as required by law or regulation (including the ASX Listing Rules), InPayTech undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.