

Annual General Meeting

January 21 2021

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InPayTech

Integrated Payment Technologies Limited

ACN. 611 202 414

ASX Code IP1(one)

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All financial information in this presentation is in Australian dollars (\$) or AUD unless otherwise stated. Investors should note that this presentation may contain pro forma historical and forward looking financial information. The pro forma and forward looking financial information and the historical information, provided in this presentation is for illustrative purposes only and is not represented as being indicative of the Company's views on its future financial condition and/or performance.

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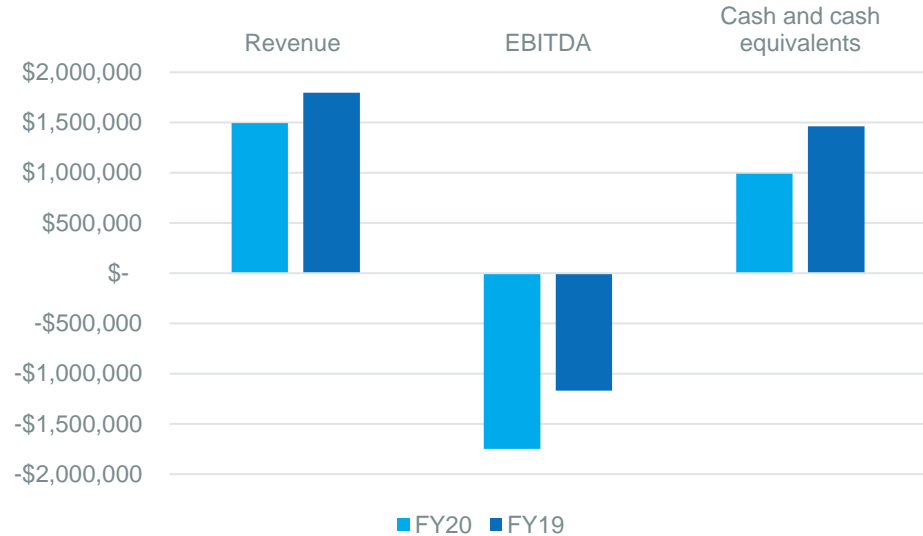
Welcome

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AGM 2020 Highlights

AGM 2020 Highlights

1. Revenue significantly impacted by interest rate cuts
2. TipsGo acquired, redeveloped with the Payment Adviser and Clicksuper solutions to create the ClickVu payments, compliance and engagement platform
3. ClickSuper's payroll network grown with 9 new channel partners
4. Completed SOC2 certification in line with continuous improvement regime



FY20 ClickVu

Proof of Concept Partners

- Progressing proof of concept with multiple payroll services
- Signed non binding memorandum of understanding with first proof of concept partner

Service Providers

- Initial service provider solution on track for release during quarter 3
- Technical scoping commenced with 3 additional service providers expected to onboard FY21

Technical Update

- Finalising the API migration and build from TipsGo to ClickVu
- Refining ClickVu solution in concert with proof of concept partners
- See Brad Riley's (Chief Innovation Officer) video for prospective customers:

<https://www.youtube.com/watch?v=Myg9uwgTlJY&feature=youtu.be>

FY20 ClickSuper and PayVu

ClickSuper

- Ready to support new and existing customers with: Single Touch Payroll 2 and Rollovers 3
- To address fund stapling additional services and functionality will facilitate regular and ongoing engagement between employee/members and funds

*Default funds being replaced by “**fund stapling**,” i.e. taking your fund with you when you change employers, which means funds need to find new ways to engage with members.*

PayVu

- Subject to completion of the merger, PayVu will be enhanced to provide e-Invoicing via PEPPOL
- Currently investigating the new payment platform (NPP) to deliver faster payments

*Comply Path have developed to **PEPPOL**, the international standard recently adopted in Australia for e-Invoicing, which enables businesses and Government to send and receive e-invoices*

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Proposed Merger

Proposed Merger

This presentation includes references to the merger proposal with Comply Path Holdings Pty Ltd. When reviewing these references please refer to the Notice of AGM and the Independent Expert's Report (released to the ASX on 17 December 2020) for a full description of the advantages and disadvantages of the proposed merger and other information in relation to the proposed merger.

Proposed Merger Executive Summary

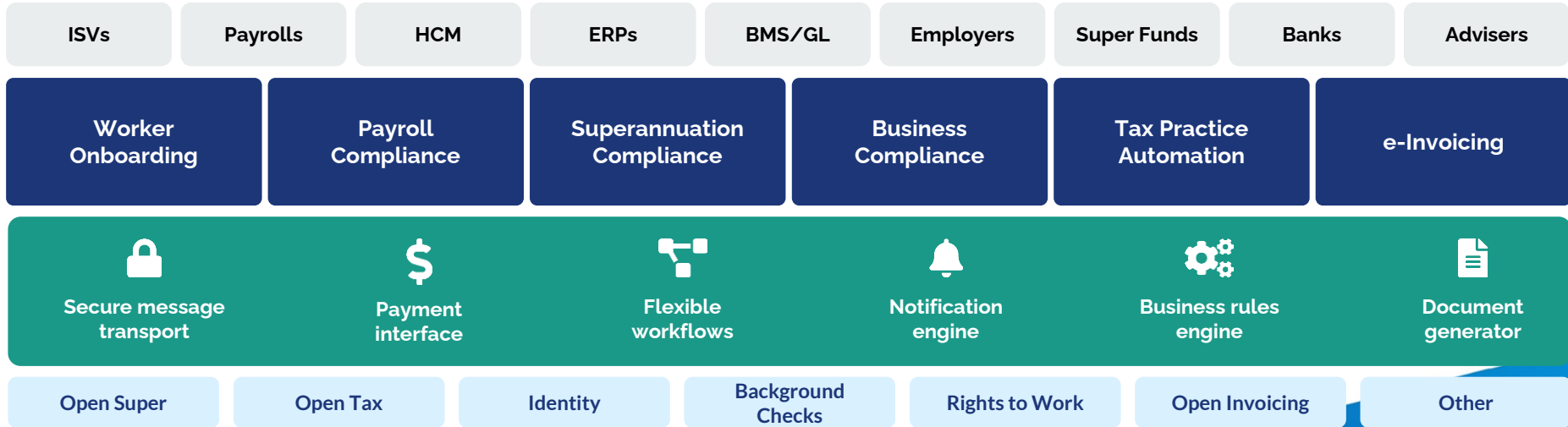
The proposed merger enables the transformation of IP1 into a next generation regtech for the delivery of employee financial wellness

- Award winning technology built inside PwC
- Delivering an end to end solution across employee, employer, payroll, tax reporting and superannuation
- Adds significant revenue and profitability
- With a clear line of sight to additional and significant growth expectations
- The technology and team are highly complementary and synergistic

The proposed merger accelerates the transformation of IP1 to a next generation regtech for the delivery of employee financial wellness

Provides an Award Winning regtech Platform for the Delivery of Employee Financial Wellness

- That supports the hire to retire ecosystem through Digitising, Securing and Repurposing Quality Data Through Appropriate Consent
- A platform designed to create value for employees at each compliance moment



Delivers an end to end solution across employee, employer, payroll, tax reporting and superannuation

CP

Worker management (HCM)

- Platforms seeking to expand beyond core HR (eg. onboarding, resourcing)
- Global platforms don't deal well with AU compliance
- Competition coming from new cloud based entrants
- Payroll integration is fast becoming the norm
- Key connection point to the individual worker

CP

IP1

Worker pay and entitlements (Payroll)

- Cloud based players are achieving significant traction with SMBs
- Grappling with compliance (eg. Single Touch Payroll, Awards and under payment, new Super Reforms and member stapling)
- Lack investment for innovation
- A key connection point with the worker although engagement is low

CP

IP1

Payments and Clearing House

- 3 dominant players (Westpac, Superchoice and Beam)
- Transition from Channel B to Channel A is slow
- A key connection point for employers and Super Funds

IP1

Secure data transfer gateway

- A key connection point between all participants in Superannuation
- All players derive value through other product offerings such as clearing house, STP etc.
- Provides players with market prominence and trust

CP

Tax and business management

- Being used more strategically for managed service CFO and payroll
- Achieve more reach through digital platform and digitally enabled experiences
- A key connection point to the employer and entity
- Take advantage of e Invoicing efficiency and increase payment security

CP

IP1

Super & wealth management

- Driving relevance and engagement whilst being highly regulated
- New cloud based entrants seeking to disrupt
- Open banking and consent driven data driving opportunities to engage

Merged Entity will benefit the ecosystem by digitising, securing and repurposing quality data through appropriate consent



Workers

Workers are presented with disjointed and often manual tasks to satisfy their compliance obligations. This leads to frustration and delays.



Employers

Workforce compliance is spread across different business units and employers lack a centralised and up to date compliance view of their entire workforce.



Payrolls and HC

Inaccurate data at key compliance moments such as onboarding and change of role cause increased administrative effort.



Superannuation funds

Lack timeliness and accuracy of data to drive insights and better ways to be more relevant to their member base and employers.



Tax professionals

Multiple manual processes and overly inefficient methods of data collection, assessment and lodgement leading to poor client experience.



Fintechs and Advisers

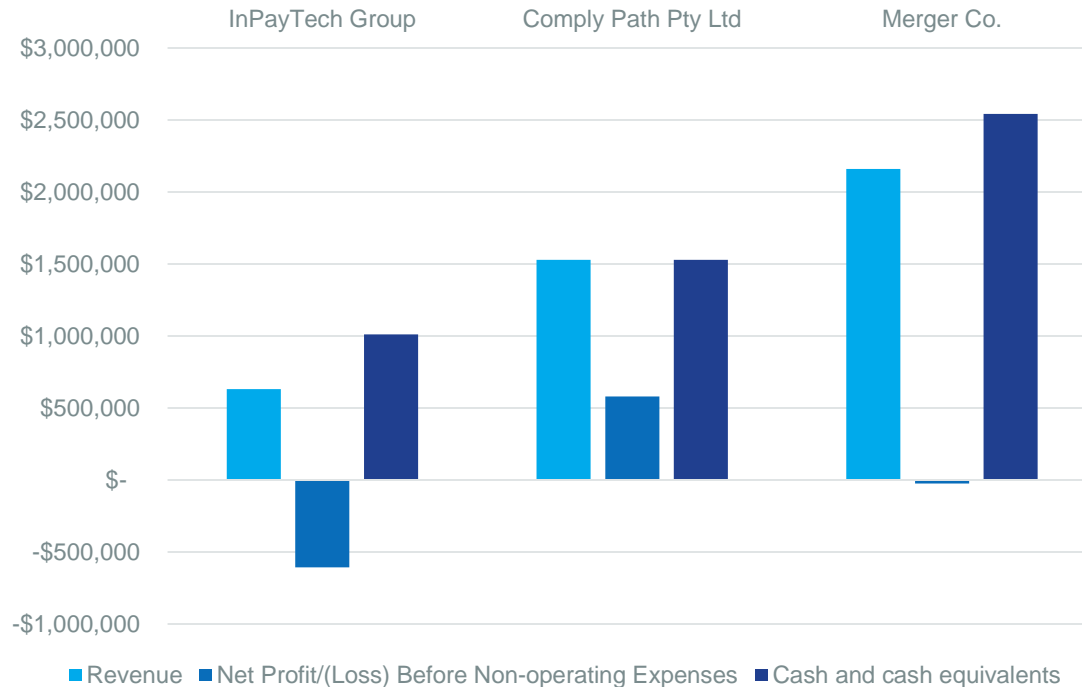
Timeliness of data to drive insights for the individual to model and select a better outcome.

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Merger Financials

Proforma Merged Entity 1H FY21

Diverse revenue streams: merged entity stronger together.



The financial results have not been audited and may be subject to change once the audit has been completed.

Merged Entity FY21 and Beyond

Independent Expert: - LEADENHALL CORPORATE ADVISORY PTY LTD

Noted from Independent Expert's Report (IER):

EBIT margin – Proposed Merged Entity

"Similar to InPayTech on a standalone basis, the Proposed Merged Entity is expected to achieve a long-term EBIT margin of slightly more than 40% as the business matures in FY26. We do not consider this to be unreasonable for the reasons discussed in Section 8.3. In addition, we note Comply Path currently operates on an EBIT margin of 52% as set out in Section 5.6 of IER."

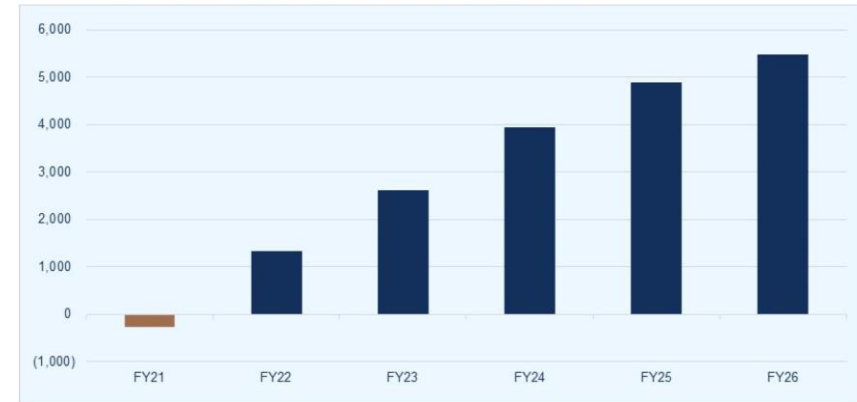
Proposed Merged Entity projected free cash flows

"The aggregated projected free cash flows of the Proposed Merged Entity resulting from the assumptions described above are summarised in the chart:"

Refer to Notice of AGM for full analysis of proposed merger

\$'000

Figure 12: Forecast free cash flows of the Proposed Merged Entity



Source: Leadenhall analysis

Independent Expert's Report (IER)

Independent Expert: - LEADENHALL CORPORATE ADVISORY PTY LTD

Table 2: Assessed value of a share in the Proposed Merged Entity

Equity value (minority basis) (\$'000)		
	Low	High
Calculated enterprise value on a control basis	32,206	39,491
Surplus assets	2,128	2,225
Non-operating liabilities	(400)	(400)
Surplus cash	1,725	1,725
Assessed equity value on a control basis	35,659	43,041
Discount for lack of control (25%)	(8,915)	(10,760)
Equity value on a liquid minority basis	26,744	32,280
Allocation to options	(84)	(127)
Value allocated to ordinary shares	26,660	32,153
Ordinary shares on issue ('000)	1,146,521	1,146,521
Assessed value per ordinary share on a minority basis (\$)	0.023	0.028

Source: Leadenhall analysis

Market Cap based on number shares to be issued @ A\$0.028 is \$32M
 Refer to Notice of AGM for full analysis of proposed merger

Noted from IER:

"...potential revenue synergies from cross-selling opportunities to the existing clients of both InPayTech and Comply Path of approximately **\$2.5 million have not been included in the projections...**"

"...Comply Path has identified approximately **\$35 million of potential future revenue in its sales pipeline** at varying stages, i.e. target, qualification and proposal. Of which, approximately \$13 million of revenue is in the proposal phase. Comply Path management risk-weighted the pipeline by assessing the probability and timing of the revenue and included an insignificant fraction of the pipeline in the projections in FY21. **No pipeline revenue subsequent to FY21 was included in the projections of the Proposed Merged Entity...**"

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Merger Board

Proposed Board Composition



Emma Dobson
(Proposed NED)

Miss Dobson is currently a Commissioner of the New Zealand Earthquake Commission and a Board Member of ABSIA, the Australian Business Software industry Association as well as participating in a New Zealand Advisory Board for the data standardisation of eInvoicing. As a Member of the SuperStream Advisory Council and a Director at Westpac Institutional Bank she was instrumental in the creation of the SuperStream data standards working closely with the ATO and the Australian treasury and the Superannuation Industry. She has over 30 years' experience in Financial Markets and Banking, as well as extensive experience in Government Policy and Data Standards.



Don Sharp
(Chairman)

Mr Sharp is currently the Chairman of InPayTech and has extensive experience in the financial services industry. He has held various senior roles in major financial institutions and has been instrumental in the development and implementation of various financial products and services.



Randolf Clinton
(Proposed NED)

Mr Clinton is the founder and Chief Executive Officer of Clinton Capital Partners, a venture capital investment and advisory business that focuses on early-stage technology companies. Prior to this role, he had over 30 years of leadership experience in global investment banking and financial markets, having worked in London, Singapore, Hong Kong and Australia; and for companies such as JPMorgan Chase & Co. Credit Suisse Group, ABN Amro Bank N.V. and Royal Bank of Scotland.



Paul Collins
(NED)

Mr Collins is currently a Non-Executive Director of InPayTech and has extensive experience in the financial services industry. He has held various senior roles in major financial institutions and has been instrumental in the development and implementation of various financial products and services.



Trent Lund
(Proposed NED)

Mr Lund is the Chief Executive Officer of Unlocked Ventures Pty Ltd, a major shareholder of Comply Path. Prior to this role, he was the lead partner for Innovation & Ventures at PwC Australia where he helped organisations leverage emerging technologies to innovate new business models. He co-designed the PwC Global Innovation & Ventures model and led the development of more than 8 technology platforms and 30 products. He is on the board of the Australian Centre for Robotic Vision and on the advisory board of the Centre of Future Business at Queensland University of Technology. He is also currently serving as a director of PaidRight Holdings Pty Ltd, Accelerate Compliance Holdings Pty Ltd and XportID Holdings Pty Ltd.



Sandra Barns
(NED)

Ms Barns is currently a Non-Executive Director of InPayTech and has extensive experience in the financial services industry. She has held various senior roles in major financial institutions and has been instrumental in the development and implementation of various financial products and services.

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Director Recommendations

Director Recommendations

The Directors strongly recommend you vote in favour of the merger:

- Award winning technology built inside PwC
- Delivering an end to end solution across employee, employer, payroll, tax reporting and superannuation
- Adds significant revenue and profitability
- With a clear line of sight to additional and significant growth expectations
- The technology and team are highly complementary and synergistic

The proposed merger accelerates the transformation of IP1 to a next generation regtech for the delivery of employee financial wellness and the director shareholders have voted in favour of the merger.

Shareholders and proxyholders will be able to vote at the Annual General Meeting online by:

- visiting <https://web.lumiagm.com/350950553> on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Internet Explorer 11, Edge and Firefox);
- using unique meeting ID 350-950-553.

If you have any issues voting please contact the Company's share registry, Boardroom Pty Ltd on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

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Proxy Votes

Proxy Votes

Resolution	For	Against	Open	Abstain
Resolution 1 - Remuneration Report	192,386,552	110,150	772,184	25,136,589
Resolution 2 - Re-election of Director - Donald Sharp	282,876,546	110,150	828,274	0
Resolution 3 - Re-election of Director - Sandra Barns	282,876,546	110,150	828,274	0
Resolution 4 - Approval to issue shares	282,729,546	227,150	828,274	30,000
Resolution 5 - Approval of acquisition of a relevant interest in shares	282,784,546	202,150	828,274	0
Resolution 6 - Approval for change to scale of the Company's activities	282,886,696	100,000	828,274	0
Resolution 7 - Approval of employee share option plan	192,376,473	110,150	828,274	42,125,041
Resolution 8 - Non-executive directors' remuneration	192,195,015	241,275	920,274	42,125,041
Resolution 9 - Approval of issue of securities under ASX listing rule 7.1A	282,784,546	202,150	828,274	0

To vote during the AGM: <https://web.lumiagm.com/350950553>

Any voting issues telephone: 1300 737 760

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Questions

Thank you

For further information
please contact:

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Email

dmartin@inpaytech.com.au

InPayTech
Integrated Payment Technologies Limited