



Announcement Summary

**Entity name**

INCENTIAPAY LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

10/11/2021

**The Proposed issue is:**

A standard pro rata issue (including non-renounceable or renounceable)

**Total number of +securities proposed to be issued for a standard pro rata issue (including non-renounceable or renounceable)**

ASX +security code	+Security description	Maximum Number of +securities to be issued
INP	ORDINARY FULLY PAID	235,003,320

**Ex date**

**+Record date**

15/11/2021

**Offer closing date**

29/11/2021

**Issue date**

6/12/2021

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

---

**1.1 Name of +Entity**

INCENTIAPAY LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ABN

**Registration Number**

43167603992

**1.3 ASX issuer code**

INP

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

10/11/2021

**1.6 The Proposed issue is:**

A standard +pro rata issue (non-renounceable or renounceable)

**1.6a The proposed standard +pro rata issue is:**

+ Renounceable



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

No

Part 3B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +security code and description

INP : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

No

Details of +securities proposed to be issued

ASX +security code and description

INP : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

ISIN Code for the tradable rights created under a renounceable right issue (if Issuer is foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

The quantity of additional +securities to be issued

10

For a given quantity of +securities held

43



**What will be done with fractional entitlements?**

Fractions rounded up to the next whole number

**Maximum number of +securities proposed to be issued (subject to rounding)**

235,003,320

**Offer price details for retail security holders**

**In what currency will the offer be made?**

AUD - Australian Dollar

**What is the offer price per +security for the retail offer?**

AUD 0.02200

**Oversubscription & Scale back details**

**Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?**

Yes

**Describe the limits on over-subscription**

Security holders with more than 20% voting power in the Company cannot over-subscribe. Otherwise, security holders that oversubscribe will be allocated shares on a pro rata basis.

**Will a scale back be applied if the offer is over-subscribed?**

Yes

**Describe the scale back arrangements**

Security holders will be scaled back on a pro-rata basis having regard to the relevant security holders' holdings as at the record date.

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

Part 3C - Timetable

**3C.1 +Record date**

15/11/2021

**3C.2 Ex date**



### 3C.3 Date rights trading commences

### 3C.4 Record date

### 3C.5 Date on which offer documents will be sent to +security holders entitled to participate in the +pro rata issue

18/11/2021

### 3C.6 Offer closing date

29/11/2021

### 3C.7 Last day to extend the offer closing date

24/11/2021

### 3C.8 Date rights trading ends

22/11/2021

### 3C.9 Trading in new +securities commences on a deferred settlement basis

23/11/2021

### 3C.11 +Issue date and last day for entity to announce results of +pro rata issue

6/12/2021

### 3C.12 Date trading starts on a normal T+2 basis

7/12/2021

### 3C.13 First settlement date of trades conducted on a +deferred settlement basis and on a normal T+2 basis

9/12/2021

## Part 3E - Fees and expenses

---

### 3E.1 Will there be a lead manager or broker to the proposed offer?

Yes

#### 3E.1a Who is the lead manager/broker?

Panthea Capital Partners Pty Ltd ABN 32 159 381 638

#### 3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

A fee of \$135,000

### 3E.2 Is the proposed offer to be underwritten?

No



**3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

No

**3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Part 3F - Further Information

---

**3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

For additional working and growth capital

**3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?**

No

**3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?**

No

**3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue**

All countries other than Australia, New Zealand, Mauritius, Jersey, British Virgin Island and UAE

**3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities**

No

**3F.6 URL on the entity's website where investors can download information about the proposed issue**

<https://www.incentiapay.com/investor-centre/>

**3F.7 Any other information the entity wishes to provide about the proposed issue**

Please refer to the Company's announcement on ASX relating to the proposed offer on 10 November 2021

**3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?**

No

**3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)