

ASX Release

28 September 2022

LESS THAN MARKETABLE PARCEL SALE FACILITY

Spenda Limited (**ASX: SPX, "Spenda" or "the Company"**) is pleased to announce a less than marketable parcel sale facility for holders of less than marketable parcels of the Company's shares.

This facility is open to shareholders who at 7pm AEST on 27 September 2022 (Record Date) held 38,461 fully paid ordinary shares or less with value of less than \$500, based on the closing price of \$0.013 on the Record Date. This represents 95,651,246 ordinary shares, held by 6,577 shareholders.

The Company values all of its shareholders, however, it incurs significant administrative costs maintaining such a large number of unmarketable parcel shareholdings on its register. By facilitating this sale, the Company expects to reduce the administrative costs and also to provide an opportunity to investors with small holdings, who may find it difficult or expensive to dispose of those shares through normal means, to dispose of their small holdings in a cost-effective manner.

The Company will bear all costs, including brokerage, related to the sales under this facility.

The sales price will be determined once all of the shares under the facility are sold. Each shareholder will receive their proportionate share of the sale proceeds for all shares sold through the program.

A summary of the key dates in relation to the facility are as follows:



www.spenda.co

Spenda Limited

ASX:SPX

ACN 099 084 143

shareholders@spenda.co

605, 275 Alfred Street, North Sydney, NSW 2060

| Event | Date |
|--|--|
| Less than marketable parcels Record Date | 7.00pm (AEST) 27 September 2022 |
| Less than marketable parcels Announcement to ASX | 28 September 2022 |
| Letter sent to shareholders holding Less than marketable parcels of SPX shares | 6 October 2022 |
| Closing Date for receipt of Share Sale Election Form | 5.00pm (AEDT) 28 November 2022 |
| Payment Date | Expected to be on or about 12 December 2022. |

Attached is a copy of the letter to shareholders and Share Sale Election Form which will be dispatched to all shareholders holding a less than marketable parcel of shares as at the Record Date.

This announcement has been authorised by:

Justyn Stedwell
Company Secretary



About Spenda

Spenda Limited (ASX: SPX) is a transaction services business supplying industries with a broad range of B2B payment services, digital trading software and integrated solutions. Our goal is to convert EFT payments to card payments utilising the BPSP engagement coupled with our payments collaboration framework. Our competitive advantages deliver customers end-to-end e-invoicing integration, rapid ordering, digital trust and automated reconciliation.

Spenda supplies its customers a recipe of integrated software to create a vertical market standard operating environment (SOE) that enables the effective and seamless transfer of data from multiple, disparate software systems in one standardised technology solution, such as SpendaRetail. Spenda has licensing agreements with third-party software vendors that enable it to provide integrated SOE solutions to its customers.

For investors seeking information on the Company's activities that relate to marketing, customer events and other acknowledgement of customer activities, this information will be posted to the Company's news section of the website and on social media channels with the handle #getSpenda, active on Twitter, LinkedIn, Instagram and Facebook.

For more information, see <https://spenda.co/investor-centre/>

This announcement has been authorised by the Board.

Investor Enquiries

Please email: investors@spenda.co



6 October 2022

Dear Shareholder,

IMPORTANT NOTICE

Spenda Limited Less than Marketable Parcel Share Sale Facility

Spenda Limited (**ASX: SPX, "Spenda" or "the Company"**) is pleased to provide you with an opportunity to sell your shareholding without incurring brokerage or handling costs through a Less Than Marketable Parcel Share Sale Facility (**Facility**). This Facility is open to shareholders who at 7pm AEST on 27 September 2022 (**Record Date**) held fully paid ordinary shares in SPX with a value of less than \$500 (**Less Than Marketable Parcel**) based on the closing price of \$0.013 on the Record Date (i.e. holders of 38,461 shares or less).

Our records show that at the Record Date you held Less Than Marketable Parcel of SPX shares and hence you are eligible to participate in this Facility. This Facility closes at 5pm AEDT on 28 November 2022 (**Closing Date**).

The Facility is being conducted to enable the Company to substantially reduce the administrative cost of managing small shareholdings and to provide investors with small holdings an opportunity to dispose of their holdings in the Company in a cost-effective manner. The Company will bear all costs, including brokerage related to sales under this Facility.

The Company reserves its rights to vary any of the relevant dates of the Facility (subject to the Constitution of the Company) or to determine that it will not proceed with the Facility, at any time.



Information in this letter and in the enclosed personalised Share Sale Election Form will assist you in making one of two choices:

1) Sell your holding (DO NOTHING)

If you do nothing, your SPX shares will be pooled with other SPX shares which are to be sold under the Facility and will be sold as soon as practicable after the Closing Date, and proceeds will be remitted to you as soon as practical thereafter via direct credit or a cheque.

By refraining from taking any action on or before the Closing Date, 5.00pm (AEDT) 28 November 2022, you will be deemed to have irrevocably appointed the Company as your agent:

- (a) to sell all of your shares at a price to be determined by when and how the shares are sold and without any cost being incurred by you; and
- (b) to affect a transfer of your shares on your behalf and deal with the proceeds of the sale as set out in the additional information section below.

You will also be deemed to have appointed the Company, its Directors and the Secretary jointly and severally as your attorney to execute an instrument or take any steps in your name and on your behalf, as the attorney may consider appropriate to transfer your shares, and be deemed to have authorised each attorney to appoint an agent to undertake any of these acts.

If you hold shares in a CHESS Holding and those shares remain in a CHESS Holding after the Closing Date, the Company may, without further notice, move those Shares from the CHESS Holding for the purposes of divestment by the Company in accordance with the Facility.



2) Retain your holding (COMPLETE AND RETURN SHARE SALE ELECTION FORM)

If you wish to retain your existing Less Than Marketable Parcel of SPX shares you must lodge your election online at <https://investor.automic.com.au> or complete the 'Share Sale Election Form' with the box in Section A marked. You must complete the online election or return the signed form in the enclosed envelope so that it is received by the Company's share registry, Automic Group, by no later than 5pm AEDT on 28 November 2022.

If your shareholding is worth at least \$500 on the Closing Date whether by purchase of additional shares by you or as a result of an increase in the market price of SPX shares or otherwise, your shares will not be sold under the Facility.

Additional Information

If you do not take any action before the Closing Date and your shareholding is worth less than \$500 on the Closing Date your shares will be sold.

The sales price will be determined once all of the shares under the Facility are sold. Each shareholder will receive their proportionate share of the sale proceeds for all shares sold through the Facility. If all or some of the shares are sold off-market, the sale price for those shares will be the price that the SPX directors have been able to negotiate with the acquirer/s. The sale price will depend on a number of factors, including market conditions at the time of sale. Further, the sale price you are paid for your shares may be less than the price you paid to acquire them.

Payment will be sent to you following settlement of the sale of all shares through the Facility or otherwise as soon as is practicable. Payment will be made in Australian dollars by direct credit to your nominated account (where we have your details) or by cheque. You will be notified by way of a transaction confirmation statement of the number of your shares that have been sold, the sale price obtained, and total sale proceeds payable to you.



The transaction confirmation statement (and a cheque if direct credit details have not been provided) will be sent by post to your address as shown in the share register. Should you wish to update your direct credit instructions, please call the Automic Group shareholder information line on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

The Company anticipates payment to be made on or about 12 December 2022.

The Company does not make any recommendation or advice regarding whether to retain your shares or permit them to be sold under the Facility. You should consider seeking independent financial and taxation advice before making a decision as to whether or not to participate in this Facility. SPX does not accept any liability regarding the price at which shares are sold through the Facility.

You can obtain up-to-date information on the market price of SPX shares by visiting the ASX website (www.asx.com.au) or contacting your financial adviser.

The Facility is being conducted as authorised by the Company's Constitution and in a manner consistent with the ASX Listing Rules.

If you have any questions regarding the Facility, please contact the Company, at investors@spenda.co.



Shares held at 7.00pm (AEST) on
27 September 2022:

ASX Security Code: SPX

Holder Number (SRN/HIN):

UNMARKETABLE PARCEL SALE FACILITY ELECTION FORM

YOUR ELECTION MUST BE RECEIVED BY NO LATER THAN 5.00PM (AEDT) ON 28 NOVEMBER 2022

This is an important document and requires your immediate attention. This document should be read in conjunction with the enclosed shareholder letter. If you are in any doubt as to how to deal with this form, you should consult your professional advisor.

Option A: Elect Online (Recommended)

Visit <https://investor.automic.com.au/#/home>

To elect online, simply scan the barcode to the right with your tablet or mobile device or enter the above link into your browser. Instructions lodging your election online and accessing this portal are provided in the section overleaf.



- ✓ **It's fast and simple:** Electing online is very easy to do, it eliminates any postal delays and removes any potential risk of it being lost in transit.
- ✓ **It's secure and confirmed:** Electing online provides you with greater privacy over your instructions and provides you with confirmation that your Election has been successfully processed.

Option B: Paper Election

Step 1: Make your election below:

A PLEASE TICK THE BOX TO INDICATE YOU WISH TO RETAIN YOUR SHARES

B REQUEST FOR DIRECT CREDITING OF PAYMENTS – SELL YOUR SHARES

Please provide your EFT details below.

BSB Number

 -

Account Number



DO NOT USE YOUR CARD NUMBER
If you are unsure of your account or BSB number, please check with your bank, building society or credit union.

Name in which account is held (e.g.: John Smith)

Note: Do not complete section B if you wish to retain your shares. By completing your details online OR above you are agreeing to the sale of your shares even if you tick the above box in section A.

Step 2: Provide your contact details:

Telephone Number

Contact Name (PLEASE PRINT)

Email Address

SUPPORT YOUR COMPANY: By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

Step 3: Sign and return the form in accordance with the instructions provided:

I/We authorise you to act in accordance with my/our instructions set out above. I/We acknowledge that these instructions supersede and have priority over all previous instructions relating to this Small Parcel Sale Facility.

Individual or Securityholder 1

Sole Director or Sole Director &
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary



INSTRUCTIONS FOR COMPLETION OF THIS FORM

ELECTION OPTIONS

A: RETENTION OF SHARES

If you wish to retain your shares, please place a tick in the box provided. Should you validly sign the form but fail to place a tick in the box, it will be at the Company's discretion as to whether or not it is your intention to retain your shares.

B: SELLING YOUR SHARES - REQUEST FOR DIRECT CREDITING OF PAYMENTS

If you wish to sell your shares, please provide your bank details in this section. Do not complete this section if you wish to retain your shares. If you provide your direct credit instruction details, you are agreeing to the sale of your shares even if you have placed a tick in Box A.

SIGNING REQUIREMENTS

- Individual:** Where the holding is in one name, the Shareholder must sign.
- Joint holding:** Where the holding is in more than one name, all of the Shareholders must sign.
- Power of Attorney:** If any signatory signs under Power of Attorney, please attach an originally certified photocopy of the Power of Attorney to this Form when you return it.
- Companies:** To be signed in accordance with your Constitution. Please sign in the box which indicates the office held by you.
- Estates:** If any signatory signs in the capacity of Executor/s, please attach to this Form when you return it, a certified photocopy of the Probate or Death Certificate together with the Will.

LODGING YOUR SHARE SALE FACILITY FORM



**IMPORTANT! Election Forms cannot be returned by fax or email.
Your Acceptance Form must be returned via one of the return methods provided below.**

Due to recent changes to delivery times by Australia Post, standard delivery may now take up to ten Business Days, or longer from regional areas. Shareholders should bear this in mind when returning Election Forms using Australia Post.

ONLINE

Existing users: If you have an existing Automic Investor Portal account, with access to Spenda Limited, you do not need to register and can log in with your existing username and password at <https://investor.automic.com.au>

If you do not automatically see your SPX shareholding in your account, you can easily add it by selecting the "Add holding" button on the top right-hand corner of the screen and following the prompts.

New users: If you do not have an existing Automic account you will need to register for Investor Portal by visiting <https://investor.automic.com.au/#/signup> and following these steps:

1. In the Company Name field, select "Spenda Limited (SPX)"
2. Enter your Holder Number (SRN or HIN) as shown on the top of this form
3. Enter the postcode (Australian address) or click "change country" to select the country code (overseas address) relevant to your holding
4. Tick the "I'm not a robot" box and click "Next"
5. Complete the prompts to set up your Username and Password

Once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.

BY MAIL

Spenda Limited – Unmarketable Parcel Sale Facility
C/- Automic Group
GPO Box 5193
Sydney NSW 2001

BY HAND DELIVERY (Between Sydney office hours 9.00am – 5.00pm AET)

Automic Group
Level 5
126 Phillip Street
Sydney NSW 2000

**YOUR SHARE SALE ELECTION FORM MUST BE RECEIVED BY NO LATER THAN
5.00PM (AEDT) ON 28 NOVEMBER 2022.**