

17 August 2017

NOTICE OF INTENTION TO CALL A MEETING PURSUANT TO SECTION 249F OF THE CORPORATIONS ACT

BPS Technology Limited (**BPS**) announces that the Company Secretary of BPS has received a notice from Alceon Liquid Strategies Pty Ltd ACN 156 017 659 as trustee of the Alceon High Conviction Absolute Return Fund and LHC Capital Partners Pty Ltd ACN 163 162 561 as trustee for the LHC Capital Australia High Conviction Fund (**Requisitioning Parties**) of an intention to call and arrange to hold a general meeting of BPS pursuant to section 249F of the Corporations Act.

Neither of the Requisitioning Parties has disclosed under Part 6C.1 of the Corporations Act that they have a substantial holding in BPS or that they are associates of each other or any other members and neither has identified the number of shares owned by each of them.

A copy of the notice is **attached**.

BPS will consider the notice and will provide its views and recommendations to members in relation to the notice in due course.

The Group expects to announce its full year 2017 results on or before 29 August 2017 together with details of the final Dividend.

For more information, please contact:

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About BPS Technology Limited (BPS): BPS is a leading provider of transactional platforms and management systems that enable businesses to attract customers across multiple sales channels. These platforms currently serve 36,000 merchants and 1.5m customers through a network of ~ 20,000 Not-For-Profit organisations, giving BPS a reach of 3.5m consumers. BPS earns revenues on transactions over the platforms via its subsidiaries Bartercard, Entertainment and bucqi.

About Bartercard: Bartercard operates the world's largest retail trade exchange for over 26 years. It allows small to medium businesses to conduct transactions without the use of cash. There are 50,000+ cardholders in 10 countries and 74 offices currently. Bartercard transactions can be conducted online, via its mobile app or across more than 7,000 bank EFTPOS terminals.

About Entertainment: Entertainment Publications is a business-to-consumer (B2C) deals platform with an established model proven over 22 years of profitable operations. Through 21 offices Entertainment provides restaurant, accommodation and activity guides with special offers from more than 12,000 businesses to 3.0m consumers in Australia and New Zealand.

About Bucqi: bucqi is a disruptive mobile payments and rewards app based around a loyalty platform designed for businesses to attract consumers. It allows consumers to earn and redeem great rewards called "bucqs" via a wide range of participating merchants.

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**C L I F F O R D
C H A N C E**

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16 August 2017

Dear Sirs

Notice of Intention

We act for the proposed requisitioning shareholders - Alceon Liquid Strategies Pty Ltd (ACN 156 017 659) (**Alceon**) and LHC Capital Pty Ltd (**LHC**) - in relation to the removal and appointment of directors of BPS Technology Limited (**BPS** or the **Company**).

Please find attached a signed notice of intention to move resolutions to remove (and appoint) directors of BPS. This notice of intention is given in accordance with section 203D(2) of the Act and the Company's Constitution.

Yours sincerely
Clifford Chance


Lance Sacks

Enclosure

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16th August 2017

The Directors
BPS Technology Limited
Level 10, Waterfront Place
1 Eagle Street
Brisbane QLD 4000

Dear Sirs

Notice of intention to move resolution for removal of directors of BPS Technology Limited (the "Company") and appointment of additional directors.

We are members of the Company with at least 5% of the votes that may be cast at a general meeting of the Company.

We hereby give you notice pursuant to section 203D(2) of the Corporations Act 2001 (Cth) ("**Act**") that we intend to call and arrange to hold a general meeting of the members of the Company pursuant to section 249F of the Act in order to move the following resolutions for removal of directors of BPS Technology Limited:

RESOLUTION 1 – Removal of Director - Mr Trevor Dietz

"That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr Trevor Dietz be removed as a director of BPS Technology Limited with effect from the end of the general meeting of BPS Technology Limited at which this resolution is passed."

RESOLUTION 2 – Removal of Director - Mr Antonie Hendrik Jakobus Wiese

"That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr Antonie Hendrik Jakobus Wiese, be removed as a director and secretary of BPS Technology Limited with effect from the end of the general meeting of BPS Technology Limited at which this resolution is passed."

RESOLUTION 3 – Removal of Director - Mr Murray Howard D'Almeida

"That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr Murray Howard D'Almeida, be removed as a director of BPS Technology Limited with effect from the end of the general meeting of BPS Technology Limited at which this resolution is passed."

RESOLUTION 4 – Removal of Director - Mr Brian Robert Hall

"That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr Brian Robert Hall be removed as a director of BPS Technology Limited with effect from the end of the general meeting of BPS Technology Limited at which this resolution is passed."

RESOLUTION 5 – Removal of Director - Mr Garth Ronal Barrett

"That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr Garth Ronal Barrett be removed as a director of BPS Technology Limited with effect from the end of the general meeting of BPS Technology Limited at which this resolution is passed."

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At the same general meeting of the Company the following appointment resolutions will be moved (in addition to the proposed resolutions 1-5 above):

RESOLUTION 6 – Election of Director – Mr Iain Dunstan

"That Mr Iain Dunstan, having consented to act, be appointed as a director of BPS Technology Limited with effect from the end of the general meeting of BPS Technology Limited at which this resolution is passed."

RESOLUTION 7 – Election of Director – Mr Peter Clare

"That Mr Peter Clare, having consented to act, be appointed as a director of BPS Technology Limited with effect from the end of the general meeting of BPS Technology Limited at which this resolution is passed."

RESOLUTION 8 – Election of Director – Mr Andrew Daniele Frances Pipolo

"That Mr Andrew Daniele Frances Pipolo, having consented to act, be appointed as a director of BPS Technology Limited with effect from the end of the general meeting of BPS Technology Limited at which this resolution is passed."

RESOLUTION 9 – Election of Director – Mr Anthony Jude Lally

"That Mr Anthony Jude Lally, having consented to act, be appointed as a director of BPS Technology Limited with effect from the end of the general meeting of BPS Technology Limited at which this resolution is passed."

The requisite consents to act as director, notice of personal particulars and declaration of interest, and consents to nomination will be separately provided in accordance with the constitution of BPS Technology Limited and the Act.

Yours sincerely,

(signing pages follow)

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Executed by Alceon Liquid Strategies Pty
Ltd ACN 156 017 659 as trustee for the
Alceon High Conviction Absolute Return
Fund in accordance with section 127 of the
Corporations Act 2001 (Cth):



Signature of director

Daniel Chersky

Full name of director



Signature of company secretary/director

Melanie Hedges

Full name of company secretary/director

Executed by LHC Capital Partners Pty Ltd
ACN 163 162 561 as trustee for the LHC
Capital Australia High Conviction Fund in
accordance with section 127 of the
Corporations Act 2001 (Cth):



Signature of director

Terek Tadic

Full name of director



Signature of company secretary/director

STEPHEN ARANO

Full name of company secretary/director

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