

AFTERPAY LIMITED (ASX: APT)

ASX Announcement

29 November 2019

Completion of Private Placement

(all currency figures are in Australian dollars unless otherwise stated)

Afterpay Limited (**APT** or **Company**) confirms that it has successfully completed the private placement to US based technology investor Coatue Management (**Coatue**) of 7,017,544 fully paid ordinary shares at a price of \$28.50 per share, further to the Company's announcement on 13 November 2019.

The placement was made to Coatue utilising the Company's existing capacity under ASX Listing Rule 7.1.

The Cleansing Notice and Appendix 3B in respect of this share issue are attached.

ENDS

For further information, contact:

Investors:	Company:	Media:
Luke Bortoli Chief Financial Officer luke.bortoli@afterpay.com	Chris Stevens General Counsel & Company Secretary chris.stevens@afterpay.com	Chloe Rees Cato & Clegg chloe@catoandclegg.com

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AFTERPAY LIMITED (ASX: APT)

ASX Announcement

29 November 2019

The Manager
Company Announcements
Australian Securities Exchange
Level 5, 20 Bridge Street
Sydney NSW 2000

By electronic lodgement

Notice given under Section 708A(5)(e) of the Corporations Act:

Afterpay Limited (ACN 618 280 649) (**Afterpay**) advises that on 29 November 2019, it has issued a total of 7,017,544 new fully paid ordinary shares (**New Shares**) to Coatue Flagship Australia I LP, in accordance with the terms of a subscription agreement previously announced on 13 November 2019.

In accordance with section 708(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**), Afterpay advises that:

1. the New Shares have been issued without disclosure under Part 6D.2 of the Corporations Act;
2. this notice is being given under section 708A(5)(e) of the Corporations Act;
3. as at the date of this notice, Afterpay has complied with:
 - a. the provisions of Chapter 2M of the Corporations Act as they apply to Afterpay; and
 - b. section 674 of the Corporations Act; and
4. as at the date of this notice, there is no information that is 'excluded information' within the meaning of sections 708A(7) or 708A(8), of the Corporations Act which is required to be set out in this notice under section 708A(6) of the Corporations Act.

Signed for **Afterpay Limited**:

A handwritten signature in black ink that reads "Stevens".

Christopher Stevens
General Counsel & Company Secretary

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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

AFTERPAY LIMITED (the Company)

ACN

618 280 649

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares (Shares) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 7,017,544 Shares |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | The Shares are fully paid ordinary shares. |
| 4 | Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?
If the additional +securities do not rank equally, please state: <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest | The Shares will rank equally in all respects with the existing fully paid ordinary shares in the Company from their date of issue. |

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Appendix 3B
New issue announcement

	<p>payment</p> <ul style="list-style-type: none"> the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	
5	Issue price or consideration	\$28.50 per Share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	As announced on 13 November 2019, the Company entered into a subscription agreement with Coatue Management for a A\$200 million private placement. The investment proceeds will be used to target global platform expansion opportunities beyond mid-term plan deliverables.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	7,017,544 Shares
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A

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6h If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements

N/A

6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements

See Annexure 1

7 +Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

29 November 2019

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	259,754,900	Fully paid ordinary shares

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	3,600,000	Options exercisable at \$1.00 each on or before 31/12/2020
	700,000	Options exercisable at \$0.20 each on or before 01/09/2020
	20,000	Options exercisable at \$2.77 each on or before 31/12/2020
	100,000	Options exercisable at \$0.20 each on or before 31/12/2020
	500,000	Options exercisable at \$2.30 each on or before 31/12/2020
	33,334	Options exercisable at \$2.23 each on or before 31/12/2020
	23,334	Options exercisable at \$2.71 each on or before 31/12/2020
	600,000	Options exercisable at \$2.32 each on or before 31/12/2020
	200,000	Options exercisable at \$4.33 each on or before 31/12/2022
	550,000	Options exercisable at \$3.00 each on or before 31/12/2022

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375,000	Options exercisable at \$7.68 each on or before 31/12/2022
10,000	Options exercisable at \$14.29 each on or before 31/12/2022
25,000	Options exercisable at \$14.41 each on or before 31/12/2022
90,000	Options exercisable at \$5.66 each on or before 31/12/2022
30,000	Options exercisable at \$7.68 each on or before 31/12/2022
1,350,000	Options exercisable at \$5.00 each on or before 31/12/2022
500,000	Options exercisable at \$2.70 each on or before 31/12/2022
300,000	Options exercisable at \$10.40 each on or before 31/12/2022
50,000	Options exercisable at \$14.66 each on or before 31/12/2022
500,000	Options exercisable at \$5.83 each on or before 31/12/2022
100,000	Options exercisable at \$5.89 each on or before 31/12/2022
150,000	Options exercisable at \$7.68 each on or before 01/06/2023
20,000	Options exercisable at \$11.94 each on or before 31/12/2022
30,000	Options exercisable at \$12.98 each on or before 31/12/2022
320,002	Options exercisable at \$16.96 each on or before 31/12/2022
500,000	Options exercisable at \$11.59 each on or before 31/12/2022
2,699,087	Options exercisable at \$2.70 each on or before 01/09/2022
60,000	Options exercisable at \$12.50 each on or before 31/12/2022
40,000	Options exercisable at \$12.71 each on or before 31/12/2022
65,000	Options exercisable at \$17.05 each on or before 31/12/2022
100,000	Options exercisable at \$17.86 each on or before 31/12/2023
200,000	Options exercisable at \$19.80 each on or before 31/12/2022
100,000	Options exercisable at \$19.80 each on or before 31/12/2023
95,000	Options exercisable at \$25.09 each on or before 31/12/2022
40,000	Options exercisable at \$25.09 each on or before 31/12/2023
300,000	Options exercisable at \$25.74 each on or before 31/12/2025
50,000	Options exercisable at \$25.21 each on or before 31/12/2022
280,000	Options exercisable at \$24.69 each on or before 31/12/2022
100,000	Options exercisable at \$23.46 each on or before 31/12/2022
382,500	Options exercisable at \$32.30 each on or before 31/12/2023

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100,000	Options exercisable at \$31.90 each on or before 31/12/2022
2	Convertible Notes

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
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12	Is the issue renounceable or non-renounceable?	N/A
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13	Ratio in which the +securities will be offered	N/A
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14	+Class of +securities to which the offer relates	N/A
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15	+Record date to determine entitlements	N/A
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16	Will holdings on different registers (or sub registers) be aggregated for calculating entitlements?	N/A
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17	Policy for deciding entitlements in relation to fractions	N/A
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18	Names of countries in which the entity has security holders who will not be sent new offer documents	N/A
	<small>Note: Security holders must be told how their entitlements are to be dealt with.</small>	
	<small>Cross reference: rule 7.7.</small>	

19	Closing date for receipt of acceptances or renunciations	N/A
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20	Names of any underwriters	N/A
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21	Amount of any underwriting fee or commission	N/A
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22	Names of any brokers to the issue	N/A
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23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of +securities
(tick one)
- (a) +Securities described in Part 1

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- (b) All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of +securities for which +quotation is sought
- 39 +Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?
 If the additional +securities do not rank equally, please state:
 • the date from which they do
 • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
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New issue announcement

41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)	N/A
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	Number	+Class
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	N/A

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Christopher Stevens
General Counsel & Company Secretary
29 November 2019

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	229,970,992
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>1,095,001 fully paid ordinary shares issued on 30 November 2018</p> <p>125,000 fully paid ordinary shares issued on 3 December 2018</p> <p>2,726,666 fully paid ordinary shares issued on 14 December 2018</p> <p>375,000 fully paid ordinary shares issued on 31 December 2018</p> <p>2,400,000 fully paid ordinary shares issued on 25 January 2019</p> <p>863,333 fully paid ordinary shares issued on 27 February 2019</p> <p>40,000 fully paid ordinary shares issued on 6 March 2019</p> <p>25,000 fully paid ordinary shares issued on 22 March 2019</p> <p>971,666 fully paid ordinary shares issued on 16 April 2019</p> <p>13,793,104 fully paid ordinary shares on 17 June 2019 (ratified by shareholders on 13 November 2019)</p> <p>41,666 fully paid ordinary shares issued on 25 September 2019</p> <p>49,998 fully paid ordinary shares issued on 16 October 2019</p> <p>10,000 fully paid ordinary shares issued on 31 October 2019</p>

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Subtract the number of fully paid ⁺ ordinary securities cancelled during that 12 month period	Nil
“A”	252,487,426
Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	37,873,113
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>250,000 fully paid ordinary shares on 25 February 2019</p> <p>7,017,544 fully paid ordinary shares on 29 November 2019</p>
“C”	7,267,544
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	37,873,113
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	7,267,544
Total [“A” x 0.15] – “C”	30,605,569 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

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Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	N/A
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	
Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.10] – “E”	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

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