

Form 603

Corporations Act 2001 Section 671B

Notice of initial substantial holder

To Company Name/Scheme Afterpay Touch Group Limited

ACN/ARSN 618 280 649

1. Details of substantial holder (1)

Name Afterpay Touch Group Limited

ACN (if applicable) 618 280 649

The holder became a substantial holder on 06 / 07 / 2017

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities(4)	Number of securities	Persons' votes(5)	Voting power (6)
Ordinary shares	53,000,000	53,000,000	24.68%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Afterpay Touch Group Limited	Deemed relevant interest under section 608(1)(c) of the Corporations Act, arising from the restriction on the disposal of shares under standard ASX Restriction Agreements. See Appendix 9A of the ASX Listing Rules for the form of the ASX Restriction Agreement. Afterpay Touch Group Limited has no right to acquire or dispose of these shares, or to control the voting rights attaching to these shares.	53,000,000 ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Afterpay Touch Group Limited	Those holders listed in Annexure A	Those holders listed in Annexure A	53,000,000 ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the 4 months prior to the day that the substantial holder became a substantial holder is as follows:

No consideration was paid by Afterpay Holdings Limited. Afterpay Holdings Limited has no right to acquire the ordinary shares that are subject to the escrow arrangements, as noted in paragraph 3 above.

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Refer to Annexure A	

Dated 7 July 2017

Authorised for electronic lodgement by Ms Sophie Karzis, Company Secretary

THIS IS ANNEXURE A OF 1 PAGE REFERRED TO IN ASIC FORM 603 *NOTICE OF INITIAL SUBSTANTIAL HOLDER* LODGED BY AFTERPAY TOUCH GROUP LIMITED ACN 618 280 649.

Registered name	Registered address	Shares subject to ASX escrow until 4 May 2018
Clifro Pty Ltd as trustee for Clifro Trust	PO Box 707 Bondi Junction, NSW, 1355	800,000
Fiona Kate Hancock	82 Lang Road Centennial Park, NSW, 2021	2,000,000
Julie Jefferies and Michael Jefferies as trustees for The Jefferis Super Fund	1 Curruthers Road Mount Pleasant, WA, 6153	200,000
Anthony Mathew Eisen	61 Beresford Road Bellevue Hill, NSW, 2023	25,000,000
Nicholas Molnar Pty Ltd as trustee for Nicholas David Family Trust	Unit 5, 45 Wallis Parade North Bondi, NSW, 2026	25,000,000