

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Openpay Group Ltd (OPY)

ACN/ARSN ACN 637 148 200

1. Details of substantial holder (1)

Name Program Force Pty Ltd atf Meydan Family Trust No 4 | BNPL Pty Ltd atf BNPL Trust | Moshe Meydan | Yaniv Meydan | Eido Meydan | Horizons Equity Pty Ltd (**Meydan Group**)

ACN/ARSN (if applicable) Program Force Pty Ltd (ACN 074 617 824) | BNPL Pty Ltd (ACN 621 311 859) | Horizons Equity Pty Ltd (ACN 643 505 542)

There was a change in the interests of the substantial holder on: 16 / August / 2022

The previous notice was given to the company on: 8 / July / 2022

The previous notice was dated: 7 / July / 2022

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company of scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully Paid Ordinary Shares	24,155,592	15.26%	65,822,258	28.38%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
16 August 2022	Meydan Group	Participation in Placement	\$0.24 per share	41,666,666	41,666,666
16 August 2022	Meydan Group	Dilution due to issue of shares by OPY under placement and Share Purchase Plan	N/A	65,822,258	65,822,258

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
REFER TO ANNEXURE A					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

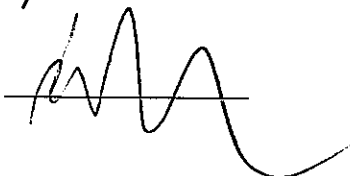
6. Addresses

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

Name	Address
Program Force Pty Ltd atf Meydan Family Trust No 4	Level 40, 120 Collins Street, Melbourne, Victoria, 3000
BNPL Pty Ltd atf BNPL Trust	Level 40, 120 Collins Street, Melbourne, Victoria, 3000
Moshe Meydan	Level 40, 120 Collins Street, Melbourne, Victoria, 3000
Yaniv Meydan	Level 40, 120 Collins Street, Melbourne, Victoria, 3000
Eido Meydan	Level 40, 120 Collins Street, Melbourne, Victoria, 3000
Horizons Equity Pty Ltd	Level 40, 120 Collins Street, Melbourne, Victoria, 3000

Signature

Print name Yaniv Meydan Capacity Director

Sign here  Date 13/12/2022

Annexure A

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Program Force Pty Ltd atf Meydan Family Trust No 4 (Program Force)	HSBC Custody Nominees	HSBC Custody Nominees	Registered holder of securities under s608(1)(a) of the Corporations Act	41,666,666 ordinary shares	41,666,666
Moshe Meydan	HSBC Custody Nominees	HSBC Custody Nominees	Moshe Meydan controls Program Force, having regard to s608(2) and s608(5) of the Corporations Act	41,666,666 ordinary shares	41,666,666
Yaniv Meydan	HSBC Custody Nominees	HSBC Custody Nominees	Yaniv Meydan controls Program Force, having regard to s608(2) and s608(5) of the Corporations Act	41,666,666 ordinary shares	41,666,666
Eido Meydan	HSBC Custody Nominees	HSBC Custody Nominees	Eido Meydan controls Program Force, having regard to s608(2) and s608(5) of the Corporations Act	41,666,666 ordinary shares	41,666,666
BNPL Pty Ltd atf BNPL Trust (BNPL)	BNPL	BNPL	Registered holder of securities under s608(1)(a) of the Corporations Act	678,228 ordinary shares	678,228
Moshe Meydan	BNPL	BNPL	Moshe Meydan controls BNPL, having regard to s608(2) and s608(5) of the Corporations Act	678,228 ordinary shares	678,228
Yaniv Meydan	BNPL	BNPL	Yaniv Meydan controls BNPL, having regard to s608(2) and s608(5) of the Corporations Act	678,228 ordinary shares	678,228
Eido Meydan	BNPL	BNPL	Eido Meydan controls BNPL, having regard to s608(2) and s608(5) of the Corporations Act	678,228 ordinary shares	678,228
Horizons Equity Pty Ltd (Horizons)	HSBC Custody Nominees	HSBC Custody Nominees	Registered holder of securities under s608(1)(a) of the Corporations Act	23,477,364 ordinary shares	23,477,364
Moshe Meydan	HSBC Custody Nominees	HSBC Custody Nominees	Moshe Meydan controls Horizons, having regard to s608(2) and s608(5) of the Corporations Act	23,477,364 ordinary shares	23,477,364

Yaniv Meydan	HSBC Custody Nominees	HSBC Custody Nominees	Yaniv Meydan controls Horizons, having regard to s608(2) and s608(5) of the Corporations Act	23,477,364 ordinary shares	23,477,364
Eido Meydan	HSBC Custody Nominees	HSBC Custody Nominees	Eido Meydan controls Horizons, having regard to s608(2) and s608(5) of the Corporations Act	23,477,364 ordinary shares	23,477,364

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity	Openpay Group Ltd
ABN	97 637 148 200

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Mr. Yaniv Meydan
Date of last notice	23 August 2022

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<ul style="list-style-type: none"> - Program Force Pty Ltd ATF The Meydan Family Trust No 4 (Program Force) - Yemiva Pty Ltd ATF Yemiva Trust (Yemiva) - Horizons Equity Pty Ltd (Horizons) - BNPL Pty Ltd ATF BNPL Trust (BNPL)
Date of change	24 December 2021
No. of securities held prior to change	65,822,258 fully paid ordinary shares
Class	Fully paid ordinary shares
Number acquired	Nil
Number disposed	Nil

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	65,822,258 fully paid ordinary shares held via: - Program Force: 41,666,666 shares - Yemiva: Nil - BNPL: 678,228 shares - Horizons: 23,477,364 shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	This updated Appendix 3Y is being provided to accurately reflect historical movements between indirect interests. There has been no change in the overall relevant interest as a result of these movements.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

+ See chapter 19 for defined terms.

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	N/A
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.