### **Appendix 3G**

# Notification of issue, conversion or payment up of equity +securities

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.

If you are an entity incorporated outside Australia and you are issuing a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

\*Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.

### Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity  We (the entity here named) give notice of the issue, conversion or payment up of the following unquoted +securities.	FlexiGroup Limited (FlexiGroup)
1.2	*Registration type and number  Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).	ACN 122 574 583
1.3	*ASX issuer code	FXL
1.4	*This announcement is	⊠A new announcement
	Tick whichever is applicable.	□An update/amendment to a previous announcement
		☐A cancellation of a previous announcement
1.4a	*Reason for update  Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.	N/A
1.4b	*Date of previous announcement to this update  Mandatory only if "Update" ticked in Q1.4 above.	N/A
1.4c	*Reason for cancellation  Mandatory only if "Cancellation" ticked in Q1.4 above.	N/A
1.4d	*Date of previous announcement to this cancellation  Mandatory only if "Cancellation" ticked in Q1.4 above.	N/A
1.5	*Date of this announcement	3 August 2020

<sup>+</sup> See chapter 19 for defined terms

### Part 2 – Type of issue

Question No.	Question	Answer
2.1	*The +securities the subject of this notification are:  Select whichever item is applicable.  If you wish to notify ASX of different types of issues of securities, please complete a separate Appendix 3G for each type of issue.	<ul> <li>□+securities issued as a result of options being exercised or other +convertible</li> <li>□+securities being converted and that are not to be quoted on ASX</li> <li>□partly paid +securities that have been fully paid up and that are not to be quoted on ASX</li> <li>□+securities issued under an +employee incentive scheme that are not being immediately quoted on ASX</li> <li>□other [please specify]</li> <li>If you have selected 'other' please provide the circumstances of the issue here:</li> </ul>
2.2a.1	Please state the number and type of options that were exercised or other +convertible securities that were converted (including their ASX security code if available)?  Answer this question if your response to Q2.1 is "securities issued as a result of options being exercised or other convertible securities being converted and that are not to be quoted on ASX".	N/A
2.2a.2	And the date the options were exercised or other +convertible securities were converted:  Answer this question if your response to Q2.1 is "securities issued as a result of options being exercised or other convertible securities being converted and that are not to be quoted on ASX".  Note: If this occurred over a range of dates, enter the date the last of the options was exercised or convertible securities was converted.	N/A
2.2b.1	Please state the number and type of partly paid +securities that were fully paid up (including their ASX +security code if available)?  Answer this question if your response to Q2.1 is "partly paid securities that have been paid up and that are not to be quoted on ASX".	N/A
2.2b.2	And the date the *securities were fully paid up:  Answer this question if your response to Q2.1 is "partly paid securities that have been paid up and that are not to be quoted on ASX".  Note: If this occurred over a range of dates, enter the date the last of the securities was fully paid up.	N/A

<sup>+</sup> See chapter 19 for defined terms

#### Appendix 3G Notification of issue, conversion or payment up of equity +securities

+sec code incer imme Answe "secur	se state the number and urities (including their A) issued under an +emphitive scheme that are not ediately quoted on ASX or this question if your responsities issued under an employment that are not being immediate.	SX security bloyee bt being se to Q2.1 is ee incentive	1,187,760 opti Long Term Ind	ions under the FlexiGroup centive Plan	
detai with / +emp sumr <i>Answe</i> "secur	ase attach a document of ls of a URL link for a do ASX detailing the terms oloyee incentive scheme mary of the terms.  For this question if your responsities issued under an employed that are not being immedia	ocument lodged of the e or a se to Q2.1 is ee incentive	paid ordinary s FXL), subject vesting condition exercise price The terms of the Group Chief Esummarised in 2019 Annual Cogranted to othe substantially the Chief Executive A copy of the Infound at the found	he options granted to the executive Officer are in the Notice of Meeting for the Seneral Meeting. The option of the Early Seneral Meeting. The option of the same terms as the Group of Officer's grant.  Notice of Meeting can be ollowing link:  Sex.com.au/asxpdf/20191014	the ns
2.2c.3 *Are	any of these +securities	s being issued	Yes		
	ey management persor associate	nnel (KMP) or			
"secui	er this question if your respon rities issued under an employ ne that are not being immedia	ee incentive			
2.2c.3.a *Prov	vide details of the recipi	ents and the nun	nber of +securit	ies issued to each of them.	
not be below KMP o	ing immediately quoted on A for each KMP involved in the	SX" and your respon issue. If the securition registered holder". If	se to Q2.2c.3 is "Ye es are being issued the securities are b	n employee incentive scheme that es". Repeat the detail in the table I to the KMP, repeat the name of t eing issued to an associate of a K	he
Nar	ne of KMP	Name of registe	ered holder	Number of +securities	
	on Murray, Group ef Executive Officer	Jason Murray		1,187,760	
	purpose(s) for which th	e entity is	□to raise add	itional working capital	
	ng the securities is: er this question if your respon	se to Q2.1 is	☐to fund the r	etirement of debt	
"Othe			□to pay for th [ <i>provide de</i> i	e acquisition of an asset tails below]	
			□to pay for se [provide de	ervices rendered tails belowl	
			_	de details below]	

<sup>+</sup> See chapter 19 for defined terms

#### Appendix 3G Notification of issue, conversion or payment up of equity +securities

2.2d.2	Please provide any further information needed to understand the circumstances in which you are notifying the issue of these +securities to ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B  Answer this question if your response to Q2.1 is "Other".	Grant of options under the FlexiGroup Long Term Incentive Plan.
2.3	*The +securities being issued are:  Tick whichever is applicable	<ul> <li>☑Additional +securities in an existing unquoted class that is already recorded by ASX ("existing class")</li> <li>☐New +securities in an unquoted class that is not yet recorded by ASX ("new class")</li> </ul>

### Part 3A – number and type of +securities being issued (existing class)

Answer the questions in this part if your response to Q2.3 is "existing class".

Question No.	Question	Answer
3A.1	*ASX +security code & description	Options, each being a right to acquire one fully paid ordinary share in FlexiGroup (ASX: FXL), subject to meeting performance and vesting conditions and payment of an exercise price.
3A.2	*Number of +securities being issued	1,187,760
3A.3a	*Will the +securities being issued rank equally in all respects from their issue date with the existing issued +securities in that class?	Yes
3A.3b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known?	N/A
	Answer this question if your response to Q3A.3a is "No".	
3A.3c	*Provide the actual non-ranking end date	N/A
	Answer this question if your response to Q3A.3a is "No" and your response to Q3A.3b is "Yes".	
3A.3d	*Provide the estimated non-ranking end period	N/A
	Answer this question if your response to Q3A.3a is "No" and your response to Q3A.3b is "No".	
3A.3e	*Please state the extent to which the +securities do not rank equally:	N/A
	in relation to the next dividend, distribution or interest payment; or	
	for any other reason	
	Answer this question if your response to Q3A.3a is "No".	
	For example, the securities may not rank at all, or on a pro rata basis for the next dividend, distribution or interest payment; or the securities may not rank at all or on a pro rata basis or be entitled to participate in some other event, such as an entitlement issue.	

<sup>+</sup> See chapter 19 for defined terms

Page 5

### Part 3B – number and type of +securities being issued (new class)

Answer the questions in this part if your response to Q2.3 is "new class".

Question No.	Question	Answer
3B.1	*Security description	N/A
3B.2	*Security type  Select one item from the list  Please select the most appropriate security type from the list. This will determine more detailed questions to be asked about the security later in this section. Select "ordinary fully or partly paid shares/units" for stapled securities or CDIs. For interest rate securities, please select the appropriate choice from either "Convertible debt securities" or "Non-convertible debt securities". Select "Other" for performance shares/units and performance options/rights or if the selections available in the list do not appropriately describe the security being issued.	□ Ordinary fully or partly paid shares/units □ Options □ +Convertible debt securities □ Non-convertible +debt securities □ Redeemable preference shares/units □ Other
3B.3	ISIN code  Answer this question if you are an entity incorporated outside Australia and you are issuing a new class of securities other than CDIs. See also the note at the top of this form.	N/A
3B.4	*Number of +securities being issued	N/A
3B.5a	*Will all the +securities issued in this class rank equally in all respects from the issue date?	N/A
3B.5b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known?  Answer this question if your response to Q3B.5a is "No".	N/A
3B.5c	*Provide the actual non-ranking end date  Answer this question if your response to Q3B.5a is  "No" and your response to Q3B.5b is "Yes".	N/A
3B.5d	*Provide the estimated non-ranking end period  Answer this question if your response to Q3B.5a is "No" and your response to Q3B.5b is "No".	N/A
3B.5e	*Please state the extent to which the +securities do not rank equally:  • in relation to the next dividend, distribution or interest payment; or  • for any other reason  Answer this question if your response to Q3B.5a is "No".  For example, the +securities may not rank at all, or on a pro rata basis for the next dividend, distribution or interest payment; or the +securities may not rank at all or on a pro rata basis or be entitled to participate in some other event, such as an entitlement issue.	N/A

<sup>+</sup> See chapter 19 for defined terms

_		payment up of equity +securities	
3B.6	Please attach a document or provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued  You may cross reference a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released to the ASX Market Announcements	N/A	
	Platform.		
3B.7	*Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?	N/A	
	Answer this question only if you are an ASX Listing. (ASX Foreign Exempt Listings and ASX Debt Listings do not have to answer this question).		
	If your response is "No" and the securities have any unusual terms, you should approach ASX as soon as possible for confirmation under listing rule 6.1 that the terms are appropriate and equitable.		
3B.8a	Ordinary fully or partly paid shares/units	details	
	Answer the questions in this section if you selected this	security type in your response to Question 3B.2.	
	*+Security currency	N/A	
	This is the currency in which the face amount of an issue is denominated. It will also typically be the currency in which distributions are declared.		
	*Will there be CDIs issued over the +securities?	N/A	
	*CDI ratio	X:Y	
	Answer this question if you answered "Yes" to the previous question. This is the ratio at which CDIs can be transmuted into the underlying security (e.g. 4:1 means 4 CDIs represent 1 underlying security whereas 1:4 means 1 CDI represents 4 underlying securities).		
	*Is it a partly paid class of +security?	Yes or No	
	*Paid up amount: unpaid amount	X:Y	
	Answer this question if answered "Yes" to the previous question.		
	The paid up amount represents the amount of application money and/or calls which have been paid on any security considered 'partly paid'		
	The unpaid amount represents the unpaid or yet to be called amount on any security considered 'partly paid'.		
	The amounts should be provided per the security currency (e.g. if the security currency is AUD, then the paid up and unpaid amount per security in AUD).		
	*Is it a stapled +security?	Yes or No	
	This is a security class that comprises a number of ordinary shares and/or ordinary units issued by separate entities that are stapled together for the purposes of trading.		
3B.8b	Option details		
	Answer the questions in this section if you selected this	security type in your response to Question 3B.2.	
	*+Security currency	N/A	
	This is the currency in which the exercise price is payable.		

<sup>+</sup> See chapter 19 for defined terms

#### Appendix 3G Notification of issue, conversion or payment up of equity +securities

	*Exercise price	N/A
	The price at which each option can be exercised and convert into the underlying security. If there is no exercise price please answer as \$0.00.	
	The exercise price should be provided per the security currency (i.e. if the security currency is AUD, the exercise price should be expressed in AUD).	
	*Expiry date	N/A
	The date on which the options expire or terminate.	
	*Details of the number and type of	N/A
	+security (including its ASX +security code	147.
	if the +security is quoted on or recorded by ASX) that will be issued if an option is exercised	
	For example, if the option can be exercised to receive	
	one fully paid ordinary share with ASX security code ABC, please insert "One fully paid ordinary share (ASX:ABC)".	
3B.8c	Details of non-convertible +debt securities	s, +convertible debt securities, or
	redeemable preference shares/units	of the second test was a factor of the second test
	Answer the questions in this section if you selected one 3B.2.	of these security types in your response to Question
	Refer to Guidance Note 34 and the "Guide to the Namin Debt and Hybrid Securities" for further information on ce	g Conventions and Security Descriptions for ASX Quoted artain terms used in this section
	*Type of +security	□Simple corporate bond
	Select one item from the list	□Non-convertible note or bond
		□Convertible note or bond
		□Preference share/unit
		□Capital note
		□Hybrid security
		□Other
	*+Security currency	N/A
	This is the currency in which the face value of the security is denominated. It will also typically be the	
	currency in which interest or distributions are paid.	
	Face value	N/A
	This is the principal amount of each security.  The face value should be provided per the security	
	currency (i.e. if security currency is AUD, then the face value per security in AUD).	
	*Interest rate type	□Fixed rate
	Select one item from the list	□Floating rate
	Select the appropriate interest rate type per the terms of the security. Definitions for each type are provided	□Indexed rate
	in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid	□Variable rate
	Securities Securities	□Zero coupon/no interest
		□Other
	Frequency of coupon/interest payments	□Monthly
	per year	□Quarterly
	Select one item from the list.	□Semi-annual
		□Annual
		□No coupon/interest payments
1		□Other

<sup>+</sup> See chapter 19 for defined terms

#### Appendix 3G Notification of issue, conversion or payment up of equity +securities

		payment up of equity *Securities
	First interest payment date  A response is not required if you have selected "No coupon/interest payments" in response to the question above on the frequency of coupon/interest payments	N/A
	Interest rate per annum  Answer this question if the interest rate type is fixed.	% p.a.
	*Is the interest rate per annum estimated at this time?	Yes or No
	Answer this question if the interest rate type is fixed.	
	If the interest rate per annum is estimated, then what is the date for this information to be announced to the market (if known)  Answer this question if the interest rate type is fixed and your response to the previous question is "Yes".  Answer "Unknown" if the date is not known at this time.	N/A
	*Does the interest rate include a reference rate, base rate or market rate (e.g. BBSW or CPI)?	Yes or No
	Answer this question if the interest rate type is floating or indexed	
1	*What is the reference rate, base rate or market rate?	N/A
	Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".	
	*Does the interest rate include a margin above the reference rate, base rate or market rate? Answer this question if the interest rate type is floating or indexed.	Yes or No
	*What is the margin above the reference rate, base rate or market rate (expressed as a percent per annum)  Answer this question if the interest rate type is floating or indexed and your response to the previous question is "Yes".	% p.a.
	*Is the margin estimated at this time?  Answer this question if the interest rate type is floating or indexed.	Yes or No
	If the margin is estimated, then what is the date for this information to be announced to the market (if known)  Answer this question if the interest rate type is floating	N/A
	or indexed and your response to the previous question is "Yes".  Answer "Unknown" if the date is not known at this time.	

#### Appendix 3G Notification of issue, conversion or payment up of equity +securities

	*S128F of the Income Tax Assessment Act status applicable to the +security  Select one item from the list  For financial products which are likely to give rise to a payment to which s128F of the Income Tax  Assessment Act applies, ASX requests issuers to confirm the s128F status of the security:  "s128F exempt" means interest payments are not taxable to non-residents;  "Not s128F exempt" means interest payments are taxable to non-residents;  "s128F exemption status unknown" means the issuer is unable to advise the status;  "Not applicable" means s128F is not applicable to this security	□s128F exempt □Not s128F exempt □s128F exemption status unknown □Not applicable
	*Is the +security perpetual (i.e. no maturity date)?	Yes or No
	*Maturity date  Answer this question if the security is not perpetual	N/A
	*Select other features applicable to the +security  Up to 4 features can be selected. Further information is available in the Guide to the Naming Conventions and Security Descriptions for ASX Quoted Debt and Hybrid Securities.	Simple   Subordinated   Secured   Converting   Convertible   Transformable   Exchangeable   Cumulative   Non-Cumulative   Redeemable   Extendable   Reset   Step-Down   Step-Up   Stapled   None of the above
	*Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?	Yes or No
	*If yes, what is the first trigger date  Answer this question if your response to the previous question is "Yes".	N/A
	Details of the number and type of +security (including its ASX +security code if the +security is quoted on ASX) that will be issued if the securities to be quoted are converted, transformed or exchanged Answer this question if the security features include "converting", "convertible", "transformable" or "exchangeable".  For example, if the security can be converted into 1,000 fully paid ordinary shares with ASX security code ABC, please insert "1,000 fully paid ordinary share (ASX:ABC)".	N/A

<sup>+</sup> See chapter 19 for defined terms

#### Part 4 – Issue details

Question No.	Question	Answer
4.1	*Have the +securities been issued yet?	Yes
4.1a	*What was their date of issue?  Answer this question if your response to Q4.1 is "Yes".	29 July 2020
4.1b	*What is their proposed date of issue?  Answer this question if your response to Q4.1 is "No".	N/A
4.2	*Are the +securities being issued for a cash consideration?  If the securities are being issued for nil cash consideration, answer this question "No".	No
4.2a	*In what currency is the cash consideration being paid For example, if the consideration is being paid in Australian Dollars, state AUD. Answer this question if your response to Q4.2 is "Yes".	N/A
4.2b	*What is the issue price per +security  Answer this question if your response to Q4.2 is "Yes" and by reference to the issue currency provided in your response to Q4.2a.  Note: you cannot enter a nil amount here. If the securities are being issued for nil cash consideration, answer Q4.2 as "No" and complete Q4.2c.	N/A
4.2c	Please describe the consideration being provided for the +securities  Answer this question if your response to Q4.2 is "No".	Options are granted for nil consideration as long term incentives to employees under the FlexiGroup Long Term Incentive Plan.

### Part 5 – Unquoted +securities on issue

Following the issue of the +securities the subject of this application, the unquoted issued +securities of the entity will comprise:

Note: the figures provided in the table in section 5.1 below are used to calculate part of the total market capitalisation of the entity published by ASX from time to time. Please make sure you include in the table each class of unquoted securities issued by the entity.

Restricted securities should be included in table 5.1.

*ASX +security code and description	*Total number of +securities on issue
Performance rights Options issued under the FlexiGroup Long Term Incentive Plan	1,551,484 18,426,989

### Part 6 – Other Listing Rule requirements

The questions in this Part should only be answered if you are an ASX Listing (ASX Foreign Exempt Listings and ASX Debt Listings do not need to complete this Part) and:

- your response to Q2.1 is "+securities issued under an +employee incentive scheme that are not being immediately quoted on ASX"; or
- your response to Q2.1 is "Other"

Question	Answer
*Are the securities being issued under Listing Rule 7.2 exception 13 <sup>1</sup> and therefore the issue does not need any security holder approval under Listing Rule 7.1?	No
Answer this question if your response to Q2.1 is "securities issued under an employee incentive scheme that are not being immediately quoted on ASX".	
*Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?  Answer this question if the response to Q6.1 is "No".	No
*Date of meeting or proposed meeting to approve the issue under listing rule 7.1  Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "Yes".	N/A
*Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?  Answer this question if the response to Q6.1 is "No"	Yes
	*Are the securities being issued under Listing Rule 7.2 exception 13¹ and therefore the issue does not need any security holder approval under Listing Rule 7.1?  Answer this question if your response to Q2.1 is "securities issued under an employee incentive scheme that are not being immediately quoted on ASX".  *Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?  Answer this question if the response to Q6.1 is "No".  *Date of meeting or proposed meeting to approve the issue under listing rule 7.1  Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "Yes".  *Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Exception 13 is only available if and to the extent that the number of +quity securities issued under the scheme does not exceed the maximum number set out in the entity's prospectus, PDS or information memorandum (in the case of (a) above) or in the notice of meeting (in the case of (b) above).

Exception 13 ceases to be available if there is a material change to the terms of the scheme from those set out in the entity's prospectus, PDS or information memorandum (in the case of (a) above) or in the notice of meeting (in the case of (b) above).

1 December 2019 Page 11

<sup>&</sup>lt;sup>1</sup> Exception 13 An issue of securities under an employee incentive scheme if within 3 years before the issue date:

<sup>(</sup>a) in the case of a scheme established before the entity was listed – a summary of the terms of the scheme and the maximum number of equity securities proposed to be issued under the scheme were set out in the prospectus, PDS or information memorandum lodged with ASX under rule 1.1 condition 3; or

<sup>(</sup>b) the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to this rule. The notice of meeting must have included:

<sup>•</sup> a summary of the terms of the scheme.

the number of securities issued under the scheme since the entity was listed or the date of the last approval under this rule;

the maximum number of +equity securities proposed to be issued under the scheme following the approval; and

a voting exclusion statement.

<sup>+</sup> See chapter 19 for defined terms

Appendix 3G Notification of issue, conversion or payment up of equity +securities

6.2b.1	*How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?	1,187,760
	Answer this question if the response to Q6.1 is "No", the response to Q6.2 is "No" and the response to Q6.2b is "Yes".	
	Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.	
6.2c	*Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?  Answer this question if the response to Q6.1 is "No" and the response to Q6.2 is "No".	No
6.2c.1	*How many +securities are being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A?  Answer this question if the response to Q6.1 is "No", the response to Q6.2 is "No" and the response to Q6.2c is "Yes".	N/A
	Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.	

Introduced 01/12/19

1 December 2019 Page 12