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21 January 2021

The Manager
Market Announcements Office
Australian Securities Exchange
4th Floor, 20 Bridge Street
Sydney NSW 2000

Dear Sir / Madam

Extraordinary General Meeting CEO Speech

Please find enclosed the CEO script for amaysim Australia Limited's (ASX: AYS) Extraordinary General Meeting (EGM) at 3:00pm AEDT 21 January 2021. This script should be read in conjunction with the EGM Presentation lodged with the ASX.

Authorised by:

Alexander Feldman

amaysim | Chief Strategy Officer, General Counsel & Company Secretary

AMAYSIM AUSTRALIA LIMITED – EXTRAORDINARY GENERAL MEETING

PETER O'CONNELL, CEO & MANAGING DIRECTOR

Firstly, I would like to welcome all shareholders, staff and guests to today's meeting. I am pleased that you are able to join us virtually.

I would like to take this opportunity to recap how we got to where we are today and on the rationale for the Board's recommendation to sell the Mobile business to Optus.

WHERE ARE WE NOW – SLIDE 2

Early in 2020, when the share price was trading at a low of around 30 cents, the Board and management began a strategic review of the Company to unlock and maximise shareholder value.

This review resulted in an auction of the Energy business and the sale to AGL for \$115 million. This sale significantly de-risked amaysim from the ongoing regulatory change that was negatively impacting asset-light energy retailers and re-positioned the Company as a pure-play mobile business.

The sale delivered a good return on our initial investment, having generated over \$80 million in EBITDA over three years under our ownership, in addition to the headline sale price of \$115 million, which was an exceptional outcome in the challenging regulatory environment.

Following the announcement of the sale of Energy, we also commenced the tender process for our wholesale mobile network supply agreement, which is currently with Optus until at least June 2022.

During this process, we also received unsolicited expressions of interest for the Mobile business.

It is important to recognise that the signing of a new exclusive and long-term wholesale contract with a network operator is mutually exclusive with an offer by a strategic acquirer, such as another network operator.

Having advanced the tender process, including a thorough analysis of proposals in response to the tender, the Board assessed the value of both potential outcomes – that is, a new wholesale supply agreement and the sale of the business - and ultimately concluded that a sale to Optus delivered the best outcome for shareholders.

Optus' offer is to acquire the mobile business for \$250 million and not our listed entity or the entire group of companies within our corporate structure. This means that Optus only purchases a newly formed subsidiary which includes the assets, people and systems required to continue to operate the Mobile business.

This structure, which was Optus' requirement, means that the public entity, amaysim Australia Limited, remains listed on the ASX. It also means the net cash proceeds from the

sale and excess cash need to be distributed to shareholders prior to the Company de-listing from the ASX and winding-up.

Given the nature of the offer from Optus, WAM Capital identified an opportunity to leverage its strong share price and alignment of interests to make an offer to acquire amaysim Australia Limited (our listed entity), which holds the cash proceeds and franking credits.

Importantly, the WAM Offer does not exist without the Optus Offer. It is conditional on shareholders approving the sale of Mobile to Optus as WAM is not looking to buy or operate a Mobile business.

SLIDE 3 – RESOLUTIONS BEING PUT TO SHAREHOLDERS

In light of the Sale of Mobile to Optus, we have put three resolutions to shareholders. As detailed in the Notice of Meeting these are:

1. Disposal of main undertaking i.e.; the Sale of Mobile to Optus.
2. Return of capital i.e.; the Distributions as detailed in the Notice of Meeting; and
3. De-listing of amaysim Australia

Both the 2nd and 3rd resolutions are conditional on Resolution 1, the sale of Mobile to Optus receiving shareholder approval. The WAM Offer proceeding is then also conditional on the Sale of Mobile to Optus receiving approval and completing.

The Board unanimously recommends Shareholders vote IN FAVOUR of the Mobile Sale, the Distribution and the Delisting and we have received the voting intention of our major shareholder, Langfrist, who hold 19.19% and are in support of all resolutions.

I will now talk through the rationale supporting this recommendation on the following slide.

SLIDE 4 - FACTORS IMPACTING THE BOARD'S RECOMMENDATION

The Board took into consideration a number of factors when considering the Sale of Mobile to Optus and have noted the following advantages.

Firstly, when considering the potential value to be delivered through the wholesale tender process, the Board determined that this was the best outcome for shareholders as it realises the current and inherent value of the mobile business.

This view was then supported by the Independent Expert report that found the sale to be fair and reasonable and in the best interests of shareholders.

Both the Board and the Independent Expert's recommendations were in the absence of a superior proposal, which has not arisen since the announcement of the sale to Optus. We take great comfort in having achieved full price discovery by first running a competitive and robust sale process and wholesale tender and then announcing the recommendation of a sale to Optus and knowing that no superior proposal has arisen since that announcement almost three months ago.

The Board also considered the competitive landscape in the mobile sector. Data is becoming increasingly commoditised – with more and more data being offered across all price points. This has had a negative impact on ARPU, not just for amaysim, but across the industry.

This data commoditisation looks set to continue as consumers expect higher data inclusions and more value for money. Furthermore, all three network carriers now have their own sub brand – all competing in the lower value end of the market where we operate.

We consider that the sale of the business will reduce our exposure to this increasingly competitive market where the marketing budgets of the network carriers will continue to outpace ours.

While the wholesale tender did present an opportunity to deliver value, it also comes with significant risks. There is no guarantee that we would reach a binding agreement, or that we would secure improved terms. Were we to switch network provider, we would also introduce substantial churn risk. All 1.2 million customers would need to be migrated to a new network and issued with new SIM cards and this would likely cause material customer churn. Our estimates put this churn anywhere between 15% - 25% of the total customer base – which would have a direct impact on revenue.

Finally, and as detailed in the Notice of Meeting, there are various material disputes under the Wholesale Agreement that will be settled and released with the Sale of Mobile to Optus. One dispute in particular has the potential to have a material adverse impact on amaysim's future gross profit and gross profit margin.

For these reasons, the Board unanimously recommend that shareholders vote in favour of the Sale of Mobile to Optus. With the passage of time, we can confirm that there has not been a superior proposal.

SLIDE 5 – WAM TAKEOVER OFFER AND SHAREHOLDER BENEFITS

This brings me to the WAM Offer and what this means for shareholders.

The WAM Takeover Offer is an off-market takeover bid for all of the fully paid ordinary shares of amaysim and is subject to the approval and completion of the sale of the Mobile business to Optus.

Importantly, the offer from WAM brings additional benefits to shareholders and is complementary to the sale to Optus.

Pending shareholder approval, the sale of Mobile to Optus is expected to complete on 1 February 2021. At completion, amaysim will become a listed entity with no revenue generating operations. Essentially, a listed cash box. It is intended that the Company will de-list from the ASX and eventually wind-up.

As per the Notice of Meeting, the Company intends to return funds to shareholders by way of three Distributions that are expected to take until approximately October 2021. These distributions are also subject to the Company's ability to de-list and wind-up in a cost-

efficient manner and without the occurrence of unforeseen risks – all of which could impact the quantum of the Distribution.

By accepting the proposed WAM Takeover Offer, shareholders will be able to receive funds within five business days of the processing of the valid acceptance – months earlier than under the Distribution outlined in the Notice of Meeting. Not only is this good from a time value of money perspective, but it also locks in the final amount.

Furthermore, it provides shareholders with a further option to elect to receive a fixed cash amount, shares in WAM or a combination of the two.

Our major shareholder has also indicated its support for the WAM Offer in absence of a superior proposal.

The next slide outlines the outcomes available to shareholders under both Offers.

SLIDE 6 – OUTCOMES OF OPTUS AND WAM OFFER

I won't spend long talking through this slide except to highlight once again that the proposed WAM Takeover Offer is complementary to the Optus Offer and provides shareholders with additional optionality and potential for enhanced value.

Shareholders are not obliged to accept the WAM Takeover Offer and may opt to do nothing and receive the Distributions under the status quo as outlined in the Notice of Meeting.

The Board does, however, unanimously recommend that shareholders accept the WAM Takeover Offer and the Directors each intend to accept the WAM Takeover Offer in respect of all amaysim shares they own or control. Further details will be outlined in the Target and Bidder statements to be issued to shareholders shortly.

If you accept the WAM Offer, you have the three options available – WAM shares, cash or a combination of the two. If you do not elect one of the three options, the default option will be the Share consideration.

WAM have announced that it will pay a fully franked interim dividend of 7.75 cents per WAM share. amaysim shareholders that accept the WAM Offer and elect WAM shares as consideration will receive the WAM dividend – provided the WAM shares are issued by and held on the dividend record date of 1 June 2021.

This delivers considerable additional value to amaysim's shareholders and some may also benefit from the franking credits.

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I will now wrap up by thanking everyone at amaysim for their hard work and dedication over the years. There is no doubt that 2020 was a challenging year for many and I could not be prouder of what the team has delivered – both during the pandemic and over the Company's ten-year history.



The Sale of Mobile to Optus will be a moment of significance for the business. Having grown the business from a challenger start up brand to Australia's fourth largest mobile service provider with over 1.2 million customers, we truly disrupted the mobile market.

Thank you to the Board and my management team for their support and tireless work over the years. I also extend my thanks and appreciation to our shareholders for their support and will now hand back to Andrew for the Q&A and formal items of business.