



Money in Motion

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Brisbane QLD 4000

EML Payments Limited

01 April 2021

ASX Market Announcements

20 Bridge Street
SYDNEY NSW 2000

Appendix 3Y – Managing Director & Group CEO Share Sale

EML PAYMENTS LIMITED (ASX: EML) attaches an Appendix 3Y disclosure of dealings in EML Shares sold by UBS to fully extinguish a structured finance facility Managing Director and Group Chief Executive Officer, Mr Tom Cregan entered into with UBS AG (**UBS Facility**).

As previously advised the market via Appendix 3Y on 11 December 2019, Mr Cregan entered into a Structured Finance Facility with UBS in part to finance Mr Cregan's purchase of 1,461,223 shares in EML at an approximate cost of \$5.2m acquired via EML's Retail Entitlement Offer for the purposes of the acquisition of Prepaid Financial Services Ireland (**PFS**).

As also advised to the market on 22 March 2021 via Appendix 3Y, the UBS Facility was partially extinguished via the sale of 1,448,258 shares with a further 1,750,000 shares pledged as security interest that UBS could exercise on maturity.

The attached Appendix 3Y is notification that UBS exercised its security interest over the remaining 1,750,000 shares and the UBS Facility was fully extinguished on 1 April 2021.

About EML Payments Limited

At EML we develop tailored payment solutions for brands to make their customers lives simpler. Through next-generation technology, our portfolio of payment solutions offers innovative options for disbursement payout's, gifts, incentives and rewards. We're proud to power many of the world's top brands and expect to process over \$18 billion in GDV in FY21 across 28 countries in Australia, Europe and North America. Our payment solutions in 27 currencies are safe and secure, easy and flexible, providing customers with their money in real-time. We know payments are complex, that's why we've made the process simple, smart and straightforward, for everyone.

We encourage you to learn more about EML Payments Limited, by visiting: EMLpayments.com

This ASX announcement has been authorised for release by the Joint Company Secretaries.

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EML Payments Limited (ASX: EML)

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	EML PAYMENTS LIMITED
ABN	93 104 757 904

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	Thomas Cregan
Date of last notice	22 March 2021

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	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	<ol style="list-style-type: none">1. Diana Barton Cregan (spouse)2. TACDBM Pty Ltd atf the Cregan Family Trust3. Tom Cregan and Associates Pty Ltd4. Cregan Holdings Pty Ltd <T&D Cregan Super A/C>
Date of change	UBS exercised its security interest under a structured finance facility and sold EML Ordinary Shares on: <ol style="list-style-type: none">a) 25 March 2021b) 1 April 2021

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<p>No. of securities held prior to change</p>	<p>Total fully paid Ordinary Shares 17,020,257</p> <p><u>Direct shares:</u></p> <ul style="list-style-type: none"> • 5,173,098 fully paid Ordinary Shares <p><u>Indirect shares:</u></p> <ol style="list-style-type: none"> 1. 1,866,666 fully paid Ordinary Shares 2. 2,600,698 fully paid Ordinary Shares 3. 7,267,490 fully paid Ordinary Shares 4. 112,305 fully paid Ordinary Shares <p><u>Direct Options & Rights:</u></p> <ul style="list-style-type: none"> • 538,337 Unlisted Options • 391,566 Unlisted Rights
<p>Class</p>	<p>Fully paid Ordinary Shares</p>
<p>Number acquired</p>	<p>NIL</p>
<p>Number disposed</p>	<p>Total Fully paid Ordinary Shares disposed of was 1,750,000, as follows:</p> <ol style="list-style-type: none"> a) 875,000 fully paid ordinary shares at \$4.91 b) 875,000 fully paid ordinary shares at \$4.91
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>\$8,592,500.00</p>

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

<p>No. of securities held after change</p>	<p>Total fully paid Ordinary Shares 15,270,257</p> <p><u>Direct shares:</u></p> <ul style="list-style-type: none"> • 3,423,098 fully paid Ordinary Shares <p><u>Indirect shares:</u></p> <ol style="list-style-type: none"> 1. 1,866,666 fully paid Ordinary Shares 2. 2,600,698 fully paid Ordinary Shares 3. 7,267,490 fully paid Ordinary Shares 4. 112,305 fully paid Ordinary Shares <p><u>Direct Options & Rights</u></p> <ul style="list-style-type: none"> • 538,337 Unlisted Options • 391,566 Unlisted Rights
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Off market trade/s by UBS on exercise of its security over certain EML Ordinary Shares held by Mr Cregan pursuant to UBS' rights under a structured finance arrangement entered into and disclosed to the market in December 2019.</p>

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

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	Structured finance facility with UBS AG. The structure finance facility between Mr Cregan and UBS received prior approval of the approved Board and was notified to the ASX on 11 December 2019.
Nature of interest	Fully paid Ordinary Shares pledged as security interest for a Structured Finance Facility held with UBS AG.
Name of registered holder (if issued securities)	Thomas Anthony Cregan
Date of change	On maturity of Tranches 3 and 4 of the UBS Facility, UBS exercised its security and sold EML Ordinary Shares on 25 March 2021 and 1 April 2021.
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	As detailed above: <ul style="list-style-type: none"> • Direct and Indirect Fully Paid Ordinary Shares: 17,020,257 • Direct unlisted options: 929,903
Interest acquired	N/A
Interest disposed	1,750,000 Fully paid Ordinary Shares
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	\$8,592,500.00
Interest after change	As detailed above: <ul style="list-style-type: none"> • Direct and Indirect Fully Paid Ordinary Shares: 15,270,257 • Direct unlisted Options & Rights: 929,903

+ See chapter 19 for defined terms.

Part 3 – +Closed period

<p>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</p>	<p>The Company's published closed periods were not in effect at the time UBS sold the shares.</p> <p>However, under EML's Trading Policy and the Corporations Act, Mr Cregan was not permitted to trade. Similarly, Mr Cregan was not able to roll the structured finance facility forward.</p> <p>Mr Cregan did not instruct the sales. The relevant Ordinary Shares were sold by UBS on exercise of its security over the shares pursuant to its rights under the structured finance facility.</p>
<p>If so, was prior written clearance provided to allow the trade to proceed during this period?</p>	<p>The relevant trade was initiated by UBS pursuant to its rights under the structured finance facility.</p> <p>Entry into the structured finance facility received Board approval prior to being entered into by Mr Cregan.</p>
<p>If prior written clearance was provided, on what date was this provided?</p>	<p>As notified to the ASX on 11 December 2019, entry into the structured finance facility had been approved by the Board prior to being entered into by Mr Cregan.</p>

+ See chapter 19 for defined terms.