

1 Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Cashrewards Limited (**Cashrewards**)

ACN/ARSN 615 084 654

1. Details of substantial holder

Name 1835i Ventures Trusco III Pty Ltd in its capacity as trustee of the 1835i Ventures Trust III (**1835i III**), the 1835i group of related companies, Australia and New Zealand Banking Group Limited (**ANZ**) and its related entities.

ACN (if applicable) 651 614 372

There was a change in the interests of the substantial holder on See Annexure 'A'

The previous notice was given to the company on 02/12/2021

The previous notice was dated 02/12/2021

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interest in the scheme that the substantial holder or an associate had a relevant interest in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities	Previous notice		Present notice	
	Person's votes	Voting power	Person's votes	Voting power
Ordinary shares	56,398,208	71.56%	58,530,157	73.74%

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 are 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
1 December 2021	Each substantial holder named in this notice	Acquisition of relevant interest pursuant to section 608(3)(a) of the Act arising from 1835i (and each other substantial holder) having voting power above 20% of Cashrewards, and Cashrewards having power over the disposal of shares under voluntary escrow arrangements.	Not applicable	560,874	560,874
8 December 2021	Various shareholders	Various shareholders who are subject to escrow arrangements	The consideration under the takeover	20,169,516	20,169,516

	who are subject to escrow arrangements with Cashrewards Limited.	with Cashrewards Limited having accepted the takeover offers made by 1835i III dated 8 November 2021, and having satisfied the escrow release conditions for this purpose on 8 December 2021.	offers, namely \$1.135 per share.		
See Annexure A	Each substantial holder named in this notice.	Acquisition of relevant interest in ordinary shares in Cashrewards as a result of acceptances of takeover offers made by 1835i III dated 8 November 2021 (the Offer).	The consideration under the takeover offers, namely \$1.135 per share.	See Annexure A	See Annexure A

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	Nature of relevant interest	Class and number of securities	Person's votes
Each substantial holder named in this notice.	1835i III	1835i III	Relevant interest under section 608(1) of the Corporations Act 2001, being a relevant interest arising through 1835i III being the registered holder of the shares. The power of the substantial holders named in this notice other than 1835i to control the exercise or disposal of the shares is qualified as they are not the registered holder.	14,975,285 ordinary shares	14,975,285
	Various offerees who have accepted an offer	Subject to the terms of the Offers, 1835i III	Relevant interest under section 608(1) and/or section 608(8) of the Corporations Act 2001 pursuant to acceptances of the Offers. The shares which are the subject of the acceptances have not yet been transferred into the name of 1835i III. The power of 1835i III to vote or dispose of the shares that are the subject of acceptances of the Offers is qualified since it is not presently registered as the holder of the shares and the Offer is subject to conditions.	42,578,707 ordinary shares	42,578,707
Each substantial holder named in this notice.	Various shareholders who are subject to escrow arrangements with Cashrewards Limited.	Various shareholders who are subject to escrow arrangements with Cashrewards Limited.	Relevant interest pursuant to section 608(3)(a) of the Act arising from 1835i (and each other substantial holder) having voting power above 20% of Cashrewards and Cashrewards having power over the disposal of shares under voluntary escrow arrangements.	976,165 ordinary shares	976,165

Note: 1835i Ventures Trusco III Pty Ltd is controlled by 1835i Group Pty Ltd which is also the holding company of other companies disclosed in the notice of initial substantial holder by 1835i Ventures Trusco III Pty Ltd dated 15 October 2021. In addition, ANZ is the sole investor in 1835i III and has a relevant interest in the shares controlled by 1835i III. Consequently, all related bodies corporate of ANZ are regarded as having a relevant interest in the shares too.

5. Changes in association

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

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

6. Addresses

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

Name	Address
1835i III and each 1835i Group Entity	242 Pitt Street Sydney NSW 2000
Australia and New Zealand Banking Group Limited and its related entities	ANZ Centre Melbourne Level 9 833 Collins Street Docklands VIC 3008

Signature

print name Oliver Shapleski

Capacity: **Authorised Agent**

sign here



Date 09/12/2021

Annexure 'A'

This is Annexure 'A' of 1 page referred to in the Form 604 (Notice of Change of Interests of Substantial Holder), signed by me and dated 9 December 2021.



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Authorised Agent/Attorney/ Director

Details of changes in relevant interests pursuant to acceptances of the Offers

DATE OF CHANGE	CLASS AND NUMBER OF SECURITIES AFFECTED	PERSON'S VOTES AFFECTED
02/12/2021	410,120 ordinary shares	410,120
03/12/2021	61,966 ordinary shares	61,966
06/12/2021	137,958 ordinary shares	137,958
07/12/2021	80,213 ordinary shares	80,213
08/12/2021	880,818 ordinary shares	880,818