

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 09/12/2021

The previous notice was dated 09/12/2021

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 | 58,530,157 | 73.74% | 60,380,449 | 76.07% |

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 |
|-----------------|--|---|--|---|-------------------------|
| 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 |
| 9 December 2021 | Various shareholders who were subject to escrow arrangements with Cashrewards Limited. | Various shareholders who were subject to escrow arrangements with Cashrewards Limited having accepted the Offer (giving 1835i III a direct relevant interest). | The consideration under the takeover offers, namely \$1.135 per share. | 94,400 ordinary shares | 94,400 |

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. | 44,523,399 ordinary shares | 44,523,399 |
| 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. | 881,765 ordinary shares | 881,765 |

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

A handwritten signature in black ink, appearing to read 'O. Shapleski', with a large loop at the end.

Date 10/12/2021

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 10 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 |
|----------------|---|-------------------------|
| 09/12/2021 | 1,850,292 ordinary shares | 1,850,292 |
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