

ASX Announcement

APPOINTMENT OF CHIEF EXECUTIVE OFFICER

Sydney, 15 September 2022 – Tyro Payments (ASX: TYR) (**Tyro** or **Group**) announces the appointment of Jonathan (Jon) Davey as Chief Executive Officer (**CEO**).

Mr Davey is currently CEO of Tyro's Health business, having joined Tyro in May 2021 following Tyro's acquisition of health fintech Medipass, which he led. He will officially commence as CEO on 3 October 2022.

Outgoing CEO and Managing Director, Robbie Cooke has offered his services for the duration of his notice period until 31 December 2022 to enable a seamless transition.

Tyro's Chair, David Thodey said Mr Davey's appointment was the outcome of an extensive executive search process that included an exceptional field of candidates.

"I am delighted to confirm Jon as our new CEO. Having completed a thorough search process, it is pleasing to appoint such a strong internal candidate. Jon is a seasoned technology executive who brings relevant experience from a 30-year career working in financial services, both within corporate and start-up environments. Jon has been a strong member of the Tyro executive team for close to 18 months so he will hit the ground running, focusing on expediting the delivery and execution of our strategy.

"The Board and I thank Robbie Cooke for his significant contribution over his nearly five years as CEO. We are pleased he will continue with Tyro in an advisory position until the end of the year to ensure a smooth transition with Jon."

Mr Davey said:

"Tyro is one of Australia's first fintech companies and continues to be one of the country's fastest growing technology and innovation companies. I am thrilled to have the opportunity to lead the business into a new and exciting chapter; delivering value for our shareholders, delighting our customers, and ensuring Tyro is a great place to work".

Mr Davey's biography and a summary of the key terms of his employment agreement are included as an attachment to this ASX announcement.

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Pursuant to Listing Rule 15.5, Tyro confirms this document has been authorised for release to the market by the Board

About Tyro - Tyro is a technology-focused and values-driven Group providing Australian businesses with payment solutions and value-adding business banking products. The Group provides simple, flexible and reliable payment solutions as a merchant acquirer, along with complementary business banking products.

More than 63,700 Australian merchants chose to partner with Tyro at 30 June 2022. The Group processed more than \$34.2 billion in transaction value in FY22. In FY22 the Group generated \$148.5 million in normalised gross profit, originated \$99.1 million in loans and held merchant deposits totalling \$83.3 million.

Tyro is Australia's fifth largest merchant acquiring bank by number of terminals in the market, behind the four major banks.

The business was founded in 2003 with a goal of being the most efficient acquirer of electronic payments in Australia. Tyro has a track record of innovation, creating purpose-built solutions and being first to market. This approach saw the company become the first technology company to receive an Australian specialist credit card institution licence in 2005. In 2015 that licence was replaced by the award of an Australian banking licence, making Tyro the first new domestic banking licensee in over a decade.

Payments are at the core of Tyro's business, using its proprietary core technology platform to enable credit and debit card acquiring. This offering is enhanced by features purpose-designed for those merchants who choose to partner with the company, including Point of Sale systems integrations, least-cost routing (Tap & Save) and alternative payment types such as integrated Alipay. While traditionally focused on in-store payments, Tyro has recently expanded into eCommerce.

JONATHAN DAVEY BIOGRAPHY

A senior technology executive with 30 years' experience working in corporate, start-up and management consulting businesses, predominantly in the financial services sector.

Mr Davey is currently CEO of Tyro's Health business, having joined Tyro in May 2021 following Tyro's acquisition of health fintech Medipass, which he led.

Prior to this Mr Davey spent 10 years at NAB, the last five years as Executive General Manager - Digital, Innovation & Customer Experience. He also held roles as General Manager - Business Contact Centres & Operations and General Manager - Technology. During his time at NAB he led NAB Labs, an innovation hub focused on rapid experimentation and commercialisation; built its \$100 million Corporate Venture Capital Fund from scratch; designed and delivered a 'first to market' SME digital lending platform; and led a digital transformation program within the branch, contact centre and operations teams.

Mr Davey held technology and business strategy consulting roles with A.T. Kearney (now Kearney) for six years working across the financial services and telecommunications industries in Australia, Hong Kong, Malaysia and Singapore. He was also a Partner and co-founder of a digital technology business that he sold in 2009.

Mr Davey holds an MBA from RMIT, Masters of Science (Information Systems) and Bachelor of Education degree, is married with three adult children, and is an avid swimmer and cyclist.

SUMMARY OF KEY TERMS OF EMPLOYMENT AGREEMENT

Appointment

Mr Davey is appointed to the role of Chief Executive Officer.

Term

The appointment is on an ongoing basis, subject to the termination provisions as set out below.

Remuneration

Mr Davey's remuneration has been set by the Board in accordance with Tyro's remuneration framework. The components of Mr Davey's remuneration are as follows:

a) Fixed Annual Remuneration (FAR)

An initial fixed annual remuneration (inclusive of salary and superannuation) of \$750,000 which will be reviewed annually.

b) Short term incentive

At the discretion of the Board, participation in Tyro's short-term incentive plan (**STI**).

Eligible to receive a target STI of 75% of FAR with a maximum STI opportunity of 100% of FAR.

Subject to the attainment of individual key performance indicators, customer satisfaction, and Group performance metrics, the STI for FY23 will be awarded as 33% cash, 33% 'short' service rights and 33% 'long' service rights.

'Short' service rights will vest in equal monthly tranches over a 12-month period from the grant date, with the only vesting condition being employment by Tyro through the 12-month period. 'Long' service rights have a three-year term, no performance hurdles, and vesting occurs in one tranche after 4 years (irrespective of continuous service and subject to a claw back in the vesting period) with no holding lock post vesting.

c) Long term incentive

At the discretion of the Board, participation in Tyro's long-term incentive plan (**LTI**).

Eligible to receive a target LTI of 100% of FAR and maximum LTI of 200% of FAR delivered as performance rights.

In respect of the FY23 LTI and subject to satisfying EBITDA and Total Shareholder Return performance hurdles, the performance rights will vest in one trache 3 years from their effective date and will remain subject to a holding lock for 12 months following the vesting date.

Termination

Tyro may terminate Mr Davey's employment with 6 months' notice or immediately given certain prescribed events. Mr Davey may terminate his employment with 6 months' notice.

Restraints

Mr Davey has a 12-month non-compete period.