



PRE-QUOTATION DISCLOSURE

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with:

- (a) the initial public offering of the fully paid ordinary shares (**Shares**) in Tyro Payments Limited ACN 103 575 042 (**Tyro** or **Company**) under a prospectus (**Prospectus**) lodged with the Australian Securities & Investments Commission on 18 November 2019 (**Offer**); and
- (b) the official quotation, initially on a conditional and deferred settlement basis, of the Shares in Tyro.

Capitalised terms not defined in this document have the meaning given to them in the Prospectus.

1. Conditions precedent to the Company being admitted to the official list of ASX Limited

1.1 Tyro confirms that:

- (a) the Offer under the Prospectus has closed;
- (b) Tyro and Tyro SaleCo Limited ACN 637 258 096 (**SaleCo**) have received and accepted applications of up to 104,456,329 Shares and intends on proceeding with issue and transfer of those Shares;
- (c) it has an appropriate spread of at least 300 non-affiliated Shareholders, each having a parcel of Shares with a value of at least \$2,000 which are not restricted securities or subject to voluntary escrow;
- (d) the company has a free float of at least 20%; and
- (e) the Offer Management Agreement remains in full force and effect at the date of this disclosure.

2. Conditions precedent to the official quotation of 496,649,211 Shares and commencement of conditional and deferred settlement trading

2.1 The basis of allocation of Shares under the Prospectus and the procedures by which applicants can determine their precise allocations is as follows:

2.1.1 Institutional Offer

The allocation of Shares among applicants in the Institutional Offer was determined by Tyro, Tyro SaleCo Limited ACN 637 258 096 (**SaleCo**) and the Joint Lead Managers. The Joint Lead Managers have advised successful applicants under the Institutional Offer of their precise allocations.

2.1.2 Broker Firm Offer

The allocation of Shares to Brokers under the Broker Firm Offer was determined by Tyro, SaleCo and the Joint Lead Managers. It was a matter for the Brokers as to how they allocated Shares amongst their eligible clients. Applicants under the Broker Firm Offer can determine their precise allocation by contacting their Broker or by calling the Offer Information Line on 1800 883 072 (if calling within Australia) from 8.30am to 5.30pm (Sydney time) Monday to Friday.



2.1.3 Priority Offer

The allocation of Shares under the Priority Offer was determined by Tyro in its absolute discretion. Applicants under the Priority Offer received a personalised invitation to participate in the Priority Offer. Applications under the Priority Offer were accepted in full.

2.1.4 Employee Offer

The allocation of Shares under the Employee Offer was determined by Tyro in its absolute discretion. Eligible Employees received a guaranteed minimum allocation of \$2,000 of Shares, a maximum allocation of \$5,000 of Shares at a discounted price of 90% of the Final Price and an additional maximum of \$10,000 of Shares at the Final Price. Applications under the Employee Offer were accepted in full.

2.1.5 Merchant Offer

The allocation of Shares under the Merchant Offer was determined by Tyro in its absolute discretion. The maximum value of Shares that were able to be applied for under the Merchant Offer was \$15,000 at the Final Price. The Merchant Offer was capped at \$20 million. Applications under the Merchant Offer were accepted in full.

Applicants are able to confirm their allocations by telephoning the Offer Information Line on 1800 883 072 (within Australia) from 8:30am to 5:30pm (Sydney Time) Monday to Friday (excluding public holidays).

It is the responsibility of each person who trades in Shares to confirm their own holding before trading in Shares. If you sell Shares before receiving a holding statement, you do so at your own risk, even if you received confirmation of allocation from the Offer Information Line, by a Broker or otherwise.

2.2 The conditions for the conditional market are that:

- (a) the Offer Management Agreement is not terminated and becomes unconditional;
- (b) the Shares to be sold by SaleCo have been transferred to SaleCo; and
- (c) Tyro has issued new Shares, and SaleCo has transferred Shares, to successful applicants under the Offer.

2.3 The Company confirms that the Final Price under the Offer is \$2.75 per Share (subject to paragraph 2.1.4 in relation to the Employee Offer) and the number of Shares to be allocated under each component of the Offer is:

Offer Component	Number of Shares
Institutional Offer	89,898,790
Broker Firm Offer	3,636,364
Priority Offer	8,594,707
Employee Offer	606,545
Merchant Offer	1,719,923
Total number of Shares issued or transferred under the Offer	104,456,329



2.4 The intended date for the despatch of:

- (a) in relation to all holdings on the CHESSE sub-register, a notice from the Company under ASX Settlement Operating Rule 8.9.1;
- (b) in relation to all other holdings, issuer sponsored holding statements; and
- (c) any refund money,

is Thursday, 12 December 2019.

2.5 An updated pro-forma statement of financial position based on the actual amount of funds raised under the Offer is set out in Attachment 1.

2.6 As disclosed in section 6.5 of the Prospectus, 242,931,900 Shares will be subject to voluntary escrow as summarised in the table below until 4:15pm on the date on which Tyro releases its preliminary financial report on the financial results for the 12 month period ending 30 June 2020.

Name	Escrowed Shares
David Thodey AO ¹	750,000
Robbie Cooke	106,604
Catherine Harris AO ²	518,735
David Fite ³	45,576,577
TDM Growth Partners ⁴	66,017,538
Mike Cannon-Brookes ⁵	68,119,528
Tiger Global ⁶	39,638,943
Paul Rickard	2,283,296
Hans-Josef (Jost) Stollmann ⁷	19,920,679
Total escrowed Shares	242,931,900

Notes:

1. David Thodey AO's holding reflects Shares held by Aspiring Co Pty Ltd.
2. Catherine Harris AO's holding reflects Shares held personally and held by HFM Superannuation Pty Ltd.
3. David Fite's holding reflects Shares held personally and by Danita Lowes.
4. TDM Growth Partners represent aggregate shareholdings of TDM Growth Partners' clients on whose behalf TDM Growth Partners manages their investment (including voting rights) in the Company.
5. Mike Cannon-Brookes' holding reflects Shares held personally and by Abyla Pty Ltd and Grokco Pty Ltd, entities controlled by Mike Cannon-Brookes.
6. Tiger Global's holding reflects Shares held through Internet Fund III Pte. Ltd.
7. Hans-Josef (Jost) Stollmann's holding reflects Shares held personally and by Sophia-Konstantina Fiona Stollmann.



2.7 On Completion, Tyro's capital structure will be as follows:

Securities	Number
Shares	496,649,211
Options ¹	39,294,620
Loan Options ²	2,625,000
Remuneration Sacrifice Rights	1,326,186
Liquidity Performance Rights	4,100,000
Rights to receive Shares per 6 POS Partner Agreements	2,100,000

Notes

1. See Attachment 2 for further information.

2. As described in Section 6.4.2.7 Euclid Capital Partners LLC, an entity controlled by David Fite as sole shareholder, holds 2,625,000 Loan Options (each over one Share) which are exercisable at a price of \$0.08 per Option at any time before their expiry on 17 December 2020.

2.8 The table below illustrates the expected movements in Shares between the Prospectus Date and Completion and the number of Shares to be issued and transferred under the Offer.

Notes	Number of Shares
Shares on issue on the Prospectus Date	450,472,423
Shares issued under POS Agreements prior to Completion	300,000
Shares issued on exercise of Options prior to Completion	383,356
Total shares on issue prior to Completion	451,155,779
Shares to be issued under the Offer on Completion	45,493,432
Shares on issue on Completion	496,649,211
Shares to be issued under the Offer on Completion	45,493,432
Shares to be transferred by SaleCo under the Offer	58,962,897
Total number of Shares to be issued or transferred under the Offer	104,456,329

2.9 An indicative statement of the 20 largest holders of Shares and an indicative distribution schedule of Shareholders will be provided separately.



3. ASX waivers

Tyro has been granted the following waivers by ASX:

- 3.1 Listing Rule 1.1 Condition 12 - a waiver to the extent necessary to permit Tyro to have 8,222,360 options and 5,426,186 performance rights on issue with a nil exercise price, on the condition the material terms and conditions of the options and performance rights are clearly disclosed in the Prospectus;
- 3.2 Listing Rule 1.3.2(b) - a waiver to the extent necessary to permit Tyro to be admitted to the official list notwithstanding more than half of its total tangible assets are cash and it does not have commitments to spend at least half of that cash;
- 3.3 Listing Rule 4.7(b) - a waiver to the extent necessary that Tyro not be required to provide quarterly cash flow reports for the first eight quarters after Tyro's admission to the official list of the ASX; and
- 3.4 Listing Rule 4.10.19 - a waiver to the extent necessary that Tyro not be required to include the information required by that rule in Tyro's first two annual reports.

4. Bookbuild

- 4.1 Tyro confirms that, in relation to any funds raised under the institutional bookbuild process as described in the Prospectus (**Bookbuild**):
 - 4.1.1 89,898,790 Shares were allocated to the Institutional Offer under the Bookbuild at the Final Price, being \$2.75 per Share. (A further 3,636,364 Shares were also allocated to brokers participating in the Broker Firm Offer under the Bookbuild at the Final Price.)
 - 4.1.2 no material number of securities have been taken up by a promoter or related party of Tyro;
 - 4.1.3 no concessionary fees or other arrangements were entered into which have had the result that the effective transfer price paid by some allottees differs materially from the Final Price;
 - 4.1.4 no arrangements have been entered into which have had the result that some allottees have received a material benefit for agreeing to participate in the Bookbuild and which have not been received by other allottees; and
 - 4.1.5 no arrangements have been entered into with associates of Tyro or the bookrunner to avoid a shortfall, or the appearance of a shortfall, in the Bookbuild.

5. Offer Information Line

- 5.1 The Company has arranged for security information centre toll free lines to meet the reasonably anticipated demand for information about allocations and to handle applicant queries. The Offer Information Line is contactable on 1800 883 072 (within Australia) from 8:30am to 5:30pm (Sydney Time) Monday to Friday (excluding public holidays).

A handwritten signature in blue ink, appearing to read "Sami Wilson", with a long horizontal flourish extending to the left.

Mr Sami Wilson
General Counsel & Company Secretary
Tyro Payments Limited

6 December 2019



Attachment 1 Updated Statutory and pro forma historical statements of financial position (Refer to Table 4.5 of the Prospectus)

\$'000, as at 30 June 2019	STATUTORY HISTORICAL STATEMENT OF FINANCIAL POSITION	RETROSPECTIVE ADJUSTMENT FOR AASB 16	IMPACT OF THE OFFER	PRO FORMA HISTORICAL STATEMENT OF POSITION
Cash and cash equivalents	23,900		107,613	131,513
Receivables from other financial institutions	7,910			7,910
Trade and other receivables	27,762			27,762
Loans receivable from merchants	15,665			15,665
Prepayments	1,943	(120)		1,823
Net investment in lease	-	521		521
Inventories	60			60
Current assets	77,240	401	107,613	185,254
Financial investments	37,159			37,159
Property, plant and equipment	18,734			18,734
Right-of-use assets	-	7,263		7,263
Net investment in lease	-	1,356		1,356
Intangible assets	2,503			2,503
Deferred tax assets	13,028		4,788	17,816
Non-current assets	71,424	8,619	4,788	84,831
Total assets	148,664	9,020	112,401	270,085
Merchants deposits	26,918			26,918
Trade payables and other liabilities	24,469	(2,654)	(1,070)	20,745
Provisions	3,162			3,162
Lease liabilities	-	4,136		4,136
Current liabilities	54,549	1,482	(1,070)	54,962
Provisions	1,046			1,046
Lease liabilities	-	7,397		7,397
Non-current liabilities	1,046	7,397	-	8,443
Total liabilities	55,595	8,879	(1,070)	63,404
Net assets	93,069	141	113,471	206,681
Contributed equity	141,856		120,729	262,585
Reserves	17,492			17,492
Accumulated losses	(66,279)	141	(7,258)	(73,396)
Total equity	93,069	141	113,471	206,681



Attachment 2 Options expected to be on issue on Completion

Relevant financial year ²	Exercise price	Vesting conditions	Vested	Indicative vesting schedule							Total	Expiry date
				2019	2020	2021	2022	2023	2024			
FY13 – FY17	\$0.375 – \$1.76	Monthly linear ¹	13,977,598	293,031	3,106,997	2,228,664	1,684,311	218,287	–	21,508,888	17 Oct 20 – 22 Jul 24	
FY18	Nil	Annual linear ²	–	368,759	368,759	368,759	368,759	368,757	–	1,843,793	30 Dec 24	
			–	15,715	15,715	15,715	15,715	15,713	–	78,573	29 Mar 25	
			–	76,190	76,190	76,190	76,190	76,192	–	380,952	25 Jun 25	
FY19	Nil	Annual linear ²	–	–	301,079	301,079	301,079	301,079	301,078	1,505,394	31 Aug 25	
FY19	\$1.50	Performance ³	–	–	–	1,538,606	1,538,606	1,538,606	1,538,605	6,154,423	30 Apr 26	
FY20	\$1.79	Performance ⁴	–	–	–	1,955,649	1,955,649	1,955,649	1,955,650	7,822,597	30 Sep 26	
Totals			13,977,598	753,695	3,868,740	6,484,662	5,940,309	4,474,283	3,795,333	39,294,620		

Notes:

- Options granted to Directors, Senior Leadership Team members and employees vesting monthly in equal tranches over a period of 5 years, commencing 1 July 2011 and ending on 31 July 2023 and are not subject to any performance conditions.
- Options granted to Directors, Senior Leadership Team members and employees vesting annually in equal 20% tranches over a period of five years, commencing 12 months after the grant date and are not subject to any performance conditions.
- Options granted to Directors and Senior Leadership Team members vesting annually in equal 25% tranches over a period of four years, commencing 24 months after the grant date and subject to the following performance conditions: (i) 25% compound gross revenue growth per annum; and (ii) a positive net profit result (before tax and share-based expenses). If a tranche does not satisfy both performance criteria on the relevant vesting date, the tranche will be retested at the next vesting date (if any).
- Options granted to Directors, Senior Leadership Team members and certain nominated senior employees vesting annually in equal 25% tranches over a period of four years, commencing 24 months after the grant date and subject to the following performance conditions: (i) 20% compound gross revenue growth per annum; and (ii) a positive net profit result (before tax and share-based expenses). If a tranche does not satisfy both performance criteria on the relevant vesting date, the tranche will be retested at the next vesting date (if any).