



CATHRO & PARTNERS

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12 March 2024

## **CIRCULAR TO SHAREHOLDERS**

Dear Shareholders

**RE: Openpay Group Ltd (Receivers and Managers Appointed)(Subject to Deed of Company Arrangement) ACN 637 148 200 / ABN 97 637 148 200 ("the Company")**

On 23 November 2023, Declan Lane and I were appointed Joint and Several Administrators of the Company pursuant to Section 436A of the Corporations Act 2001. We were also appointed Joint Liquidators of the operating subsidiary Openpay Pty Ltd on the same date.

On 4 February 2023, Mr Barry Kogan, Mr Jonathan Henry and Mr Robert Smith of McGrathNicol were appointed Joint and Several Receivers and Managers of Openpay Group Ltd (ASX:OPY), by the secured creditor, OP Fiduciary Pty Ltd (**OP Fiduciary**).

The Voluntary Administrators report to creditors in accordance with the requirements of Part 5.3A of the Corporations Act 2001, including opinion and recommendations relating to the future of the Company and a proposal for a Deed of Company Arrangement was issued on 21 December 2023.

A decision meeting of creditors was held on 2 January 2024. At that meeting, creditors resolved to accept the proposed Deed of Company Arrangement (**DOCA**) from the Company's secured creditor OP Fiduciary. The DOCA was executed by OP Fiduciary Pty Ltd on 23 January 2024. Mr Lane and I were appointed Deed Administrators of the Company on 23 January 2024.

We note the DOCA does not provide for any return to shareholders.

In accordance with Section 104-145 of the *Income Tax Assessment Act 1997*, the Deed Administrators declare that they have reasonable grounds to believe there is no likelihood that ordinary shareholders in the Company will receive any distribution for their shares.

Consequently, shareholders who acquired ordinary shares in the Company may choose to make a capital loss in the income year. The capital loss is equal to the reduced cost base of the shares at the time of the declaration.

Shareholders should seek their own legal and taxation advice in relation to the above statement.

Should shareholders require any further information, please contact Josh Grujevski of this office on (02) 9189 1725 or by email sent to [joshua.grujevski@cathropartners.com.au](mailto:joshua.grujevski@cathropartners.com.au).

Yours faithfully

Simon Cathro

**Joint & Several Deed Administrator**