Share Purchase Plan Opens
Letter and SPP Offer Booklet

9 September 2024 – **Change Financial Limited** (**ASX: CCA**) (**Change** or **the Company**) is pleased to advise that the share purchase plan (SPP) announced on 2 September 2024 is now open.

Eligible shareholders, being holders of fully paid ordinary shares in the Company as at 7:00pm (Sydney time) on 30 August 2024 (**Record Date**) with a registered address in Australia or New Zealand (**Eligible Shareholders**) will today be sent a letter (SPP Access Letter) or, for Eligible Shareholders who have elected to receive documents from the Company electronically, an email, containing instructions on how to view and download a copy of the SPP Offer Booklet and their personalised application form online and apply for Shares under the SPP.

The SPP is expected to close at 5:00pm (AEST) on Thursday, 19 September 2024 unless extended or closed earlier at the discretion of the Company. A copy of the SPP Access Letter, the SPP Offer Booklet and a sample application form have been attached to this release.

Authorised for release by the Board of Change Financial Limited.

About Change Financial

Change Financial Limited (ASX: CCA) (**Change**) is a global fintech, leveraging innovative and scalable technology to provide tailored payment solutions, card issuing and testing to banks and fintechs. Change's technology is used by 150+ clients across 40+ countries to deliver simple, flexible, and fast-to-market payment services, including card issuing and testing.

Change's payments as a service (PaaS) platform Vertexon, seamlessly integrates with banks and fintechs' core systems enabling delivery of digital and virtual card solutions to their customers. It includes integrated features such as Apple Pay, Google Pay, Samsung Pay and Buy Now Pay Later (BNPL) services. Change currently manages and processes credit, debit, and prepaid cards for banks, credit unions and fintechs in Oceania, SE Asia, LATAM and the US.

Using PaySim, Change tests payment systems to help clients meet the reliability and performance expectations of end customers. Simulating the full transaction lifecycle across multiple systems, PaySim enables banks and fintechs to complete end-to-end testing of their payment platforms and processes from a desktop. Change also provides the default standard for payments testing for the Australian EFTPOS network, servicing many global companies connected in Australia.

Learn more about Change at www.changefinancial.com

For more information, please contact:

Tony Sheehan
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Change Financial Limited
investors@changefinancial.com

Tom Russell
Executive Director
Change Financial Limited
investors@changefinancial.com

If you are having trouble viewing this email, please click here.

ACN 150 762 351

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone: 03 9661 8200
From outside Australia: +61 3 9661 8200
ASX Code: CCA
Website: www.linkmarketservices.com.au

Dear Shareholder,

The Directors of Change Financial Limited ACN 150 762 351 (**Change** or the **Company**) would like to invite you to participate in Change's Share Purchase Plan (**SPP**).

Summary of the SPP

The SPP provides Shareholders on the Company's register at the Record Date with an opportunity to subscribe for either $2,500.00, $5,000.00, $10,000.00, $20,000.00 or $30,000.00 in New Shares at the Subscription Price of $0.075 per share in Change at an attractive discount to the market price in the period prior to the date of announcement of this SPP. The Board has structured the SPP to encourage our loyal, smaller shareholders to apply and increase their shareholding in Change.

Only Shareholders of Change with a registered address in Australia and New Zealand who are on the share register as at 7pm (Sydney time) on 30 August 2024 are afforded the opportunity to participate in the SPP. Shareholders not registered as at this date will not receive an offer under the SPP. The rights of Shareholders eligible to participate under this SPP are not transferable.

The Subscription Price of New Shares offered under the SPP is the same as the issue price of New Shares offered under the terms of the Company's placement announced on 2 September 2024, which received binding commitments for $3.5 million (before costs) (**Placement**).

The Company proposes a maximum raising of a further $750,000.00 under the SPP, comprising the issue of up to 10,000,000 New Shares.

The SPP is not underwritten, however the Directors reserve the right to place any shortfall of New Shares under the SPP to other potential interested investors, subject to compliance with all applicable laws and the Listing Rules. The Directors also reserve the discretion to accept oversubscriptions subject to all legal and regulatory requirements.

The proposed use of the funds raised under the Placement and SPP is as follows:

- to strengthen the Company's financial position and execute on several near-term potential client opportunities;
- to provide working capital to account for the significant increase in processing and issuing volumes; and
- for corporate costs and the costs of the issue.

The application period will close at 5.00pm (Sydney time) on 19 September 2024. Therefore, if you wish to apply for any New Shares under the SPP, you should follow the instructions outlined in the attached Application Form so payment is received at our Share Registrar by that date in cleared funds. Eligible Shareholders who wish to apply for SPP Shares under the SPP Offer must make a payment by BPAY® or electronic funds transfer in accordance with the instructions on your

personalised Application Form. Electronic funds transfer payments are only available to Eligible Shareholders in New Zealand (in addition to BPAY®).

It is proposed that the following timetable apply in respect of the SPP:

Event	**Date**
Record Date of the SPP (7.00pm Sydney time)	30 August 2024
Announcement Date	2 September 2024
Despatch of SPP booklet to Eligible Shareholders	9 September 2024
Opening Date of the SPP	9 September 2024
Closing Date of the SPP	19 September 2024
Announcement of results of the SPP	24 September 2024
Issue and Allotment of New Shares under the SPP	25 September 2024
Quotation of New Shares under the SPP	26 September 2024
Despatch of holding statements	1 October 2024

The above timetable is indicative only. Change reserves the right to vary any of the key dates above, including the Closing Date and the Issue Date, without further notice.

If you are an Eligible Shareholder who holds shares as a custodian, trustee or nominee within the definition of "custodian" in the Legislative Instrument (**Custodian**) and hold Shares on behalf of one or more persons (**Beneficiaries**), this offer is made to you, and you have the discretion whether to extend this offer to the Beneficiaries on whose behalf you hold Shares. You may apply for up to a maximum amount of $30,000.00 worth of Shares in respect of each Beneficiary. You may be required to submit a custodian certificate in order to participate on behalf of any beneficiaries.

If you are an Eligible Retail Securityholder, to apply for your entitlement please visit the offer website at https://events.miraqle.com/cca-offer where you will find the SPP booklet and your Entitlement and Acceptance Form.

For further information please contact:

Change SPP Information Line

Phone: 03 9661 8200 if calling from within Australia

Phone: +61 3 9661 8200 if calling from outside Australia

Yours sincerely

Edward Grobler
Chair
Change Financial Limited

THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY

9 September 2024

Highlights:

Offer to existing Change Financial Limited ACN 150 762 351 (**Change** or the **Company**) shareholders to participate in a Share Purchase Plan (**SPP**).

The SPP will raise a maximum of $750,000.00.

Shareholders can, at their election, take up New Shares pursuant to the SPP at the subscription price of $0.075 in one of the following amounts:

- 33,333 shares for $2,500.00
- 66,666 shares for $5,000.00
- 133,333 shares for $10,000.00
- 266,666 shares for $20,000.00
- 400,000 shares for $30,000.00

The SPP is not underwritten.

Change plans to use the funds raised from the Placement and SPP:

- to strengthen the Company's financial position and execute on several near-term potential client opportunities;
- to provide working capital to account for the significant increase in processing and issuing volumes; and
- for corporate costs and the costs of the issue.

The information in this document is not a recommendation to accept the offer of New Shares under the SPP and does not constitute financial advice. Any person who intends to subscribe for New Shares must conduct their own investigations, assessment and analysis of the Company and its operations and prospects and must base their investment decision solely on those investigations and that assessment analysis.

If you are in doubt about the contents of this document, or the action you should take, you should consult your financial or other professional advisor without delay who specialises in advising on the acquisition of shares and other securities before taking any action.

Dear Shareholder,

The Directors of Change Financial Limited ACN 150 762 351 (**Change** or the **Company**) would like to invite you to participate in Change's Share Purchase Plan (**SPP**).

1. Summary of the SPP

The SPP provides Shareholders on the Company's register at the Record Date with an opportunity to subscribe for either $2,500.00, $5,000.00, $10,000.00, $20,000.00 or $30,000.00 in New Shares at the Subscription Price of $0.075 per share in Change at an attractive discount to the market price in the period prior to the date of announcement of this SPP. The Board has structured the SPP to encourage our loyal, smaller shareholders to apply and increase their shareholding in Change.

Only Shareholders of Change with a registered address in Australia and New Zealand who are on the share register as at 7pm (Sydney time) on 30 August 2024 are afforded the opportunity to participate in the SPP. Shareholders not registered as at this date will not receive an offer under the SPP. The rights of Shareholders eligible to participate under this SPP are not transferable.

The Subscription Price of New Shares offered under the SPP is the same as the issue price of New Shares offered under the terms of the Company's placement announced on 2 September 2024, which received binding commitments for $3.5 million (before costs) (**Placement**).

The Company proposes a maximum raising of a further $750,000.00 under the SPP, comprising the issue of up to 10,000,000 New Shares.

The SPP is not underwritten, however the Directors reserve the right to place any shortfall of New Shares under the SPP to other potential interested investors, subject to compliance with all applicable laws and the Listing Rules. The Directors also reserve the discretion to accept oversubscriptions subject to all legal and regulatory requirements.

The proposed use of the funds raised under the Placement and SPP is as follows:

- to strengthen the Company's financial position and execute on several near-term potential client opportunities;
- to provide working capital to account for the significant increase in processing and issuing volumes; and
- for corporate costs and the costs of the issue.

2. Terms of the SPP

The terms and conditions of the SPP are outlined in the enclosed document. By making an application to purchase New Shares under the SPP, you will have agreed to be bound by those terms and conditions. The right to participate in this offer under the SPP is available exclusively to persons who were registered as holders of Shares in Change at 7pm (Sydney time) on the record date of 30 August 2024 and whose registered address is in Australia, New Zealand, or in any other jurisdiction where, in the opinion of the Directors, it is lawful and reasonably practical for Change to offer and issue New Shares under this SPP.

Eligible Shareholders are entitled to apply for a **maximum** of $30,000.00 of New Shares, at the Subscription Price of per New Share, under the SPP.

You may apply only for New Shares in one of the following amounts:

- 33,333 shares for $2,500.00
- 66,666 shares for $5,000.00
- 133,333 shares for $10,000.00
- 266,666 shares for $20,000.00
- 400,000 shares for $30,000.00

The Subscription Price represents a 15% discount to the Volume Weighted Average Market Price (**VWAP**) over the last five days on which trading of Change's shares on the ASX were recorded prior to the announcement of the SPP.

For information purposes, the Market Price of Change's shares over the last five days of trading prior to the announcement of the SPP is as follows:

Date	Market Price	Volume
22 August 2024	$0.090	1,033,856
23 August 2024	$0.092	495,260
26 August 2024	$0.090	417,760
27 August 2024	$0.088	252,662
28 August 2024	$0.084	233,140

The VWAP for the last five days of trading prior to the announcement of the SPP was $0.0885.

To enable you to properly consider the offer under the SPP, set out below is a brief price history of the trading price of Change's shares on the ASX over the period commencing 31 May 2024 and ending on 28 August 2024:

High	Low	Weighted Average
$0.096	$0.059	$0.082

At the time of issue of the New Shares, the price of Shares trading on the ASX may be higher or lower than the Subscription Price.

Participation in the SPP is entirely at your discretion but the SPP is non-renounceable which means you cannot transfer your right to subscribe for New Shares under the SPP to anyone else.

On the basis of the Subscription Price of New Shares under the SPP, the Directors recommend the SPP to Shareholders. All of the Directors and senior management who are Eligible Shareholders intend, in respect of their own shareholdings, to apply for New Shares under the SPP.

The application period will close at 5.00pm (Sydney time) on 19 September 2024 and payment must be received at our Share Registrar by that date in cleared funds. Eligible Shareholders who wish to apply for SPP Shares under the SPP Offer must make a payment by BPAY® or electronic funds transfer in accordance with the instructions on your personalised Application Form. Electronic funds transfer payments are only available to Eligible Shareholders in New Zealand (in addition to BPAY®).

It is proposed that the following timetable apply in respect of the SPP:

Event	Date
Record Date of the SPP (7.00pm Sydney time)	30 August 2024
Announcement Date	2 September 2024
Despatch of SPP booklet to Eligible Shareholders	9 September 2024
Opening Date of the SPP	9 September 2024
Closing Date of the SPP	19 September 2024
Announcement of results of the SPP	24 September 2024
Issue and Allotment of New Shares under the SPP	25 September 2024
Quotation of New Shares under the SPP	26 September 2024
Despatch of holding statements	1 October 2024

The above timetable is indicative only. Change reserves the right to vary any of the key dates above, including the Closing Date and the Issue Date, without further notice.

The Offer is made in accordance with the Legislative Instrument and therefore does not require a prospectus for the purposes of Chapter 6D of the *Corporations Act 2001* (Cth).

If you are an Eligible Shareholder who holds shares as a custodian, trustee or nominee within the definition of "custodian" in the Legislative Instrument (**Custodian**), and hold Shares on behalf of one or more persons (**Beneficiaries**), this offer is made to you, and you have the discretion whether to extend this offer to the Beneficiaries on whose behalf you hold Shares. You may apply for up to a maximum amount of $30,000.00 worth of Shares in respect of each Beneficiary. You may be required to submit a custodian certificate in order to participate on behalf of any beneficiaries. Further details in this regard are set out in the attached Terms and Conditions.

For further information please contact:

Change SPP Information Line

Phone: 03 9661 8200 if calling from within Australia

Phone: +61 3 9661 8200 if calling from outside Australia

Yours sincerely



Edward Grobler
Chair
Change Financial Limited

Terms and Conditions of the Share Purchase Plan dated 9 September 2024

WARNING

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

Eligible Shareholders who are not residents of Australia are responsible for obtaining all necessary approvals so they may legally apply for new shares and should refer to clause 10.2 of the Terms and Conditions for further details.

Not for distribution or release in the United States or to US Persons.

1. Definitions

In this SPP, unless the context otherwise indicates:

Application Form means the application form distributed with these Terms and Conditions and made available at https://events.miraqle.com/**cca-offer**.

Application Amount means the total amount payable by an Eligible Shareholder who applies for New Shares under the SPP calculated by reference to the Subscription Price multiplied by the total number of New Shares applied for by that Eligible Shareholder.

ASX means ASX Limited (ACN 008 624 691), or the financial market operated by it, as the context requires.

Board means the board of directors of Change from time to time.

Change means Change Financial Limited ACN 150 762 351.

Closing Date means 5.00pm (Sydney time) on 19 September 2024.

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time.

Custodial or **Depository Service** has the meaning given by section 766E of the Corporations Act.

Custodian means a person that provides a custodial or depository service in relation to shares of a body or interests in a registered scheme and who:

(a) holds an Australian financial services licence covering the provision of a custodial or depository service;

(b) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;

(c) holds an Australian financial services licence covering the operation an IDPS or is a responsible entity of an IDPS-like scheme;

(d) is a trustee of a self-managed superannuation fund or a superannuation master trust; or

(e) is a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

Custodian Certificate means the certification required to be given by a Custodian to Change pursuant to the Terms and Conditions.

Director means a director of **Change** from time to time.

Eligible Shareholders means those Shareholders who satisfy the conditions set out in clause 2.1 of these Terms and Conditions.

IDPS and **IDPS-like Scheme** have the meaning given by the Legislative Instrument or any legislative instrument that replaces that legislative instrument.

Issue Date means the date that New Shares under the SPP are issued and allotted.

Legislative Instrument means ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 as amended or supplemented from time to time.

Listing Rules means the official listing rules of the ASX (as amended from time to time).

Market Price means the closing price of Shares on the ASX, excluding special crossings, overnight sales and exchange traded options exercises.

New Shares means new Shares in **Change** to be issued pursuant to the SPP (up to a maximum of 10,000,000 subject to any decision by the Directors to accept oversubscriptions).

Offer means a non-renounceable offer of $2,500.00, $5,000.00, $10,000.00, $20,000.00 or $30,000.00 worth of ordinary fully paid shares in Change (at the Subscription Price) to Eligible Shareholders under the SPP.

Opening Date means 9 September 2024.

Record Date means 7.00pm (Sydney time) on 30 August 2024.

Self-managed Superannuation Fund has the meaning given by section 17A of the *Superannuation Industry (Supervision) Act 1993* (*Cth*).

Share Registrar means Link Market Services.

Shareholders means those persons or entities that hold Shares.

Shares means fully paid ordinary shares in Change.

Shortfall means any Shares not taken up by Eligible Shareholders under the SPP.

SPP means the Change Financial Limited ACN 150 762 351 Share Purchase Plan approved by the Board as set out in this document.

Subscription Price means the subscription price of the New Shares being $0.075 per Share.

Terms and Conditions means the terms and conditions set out in this document.

Volume Weighted Average Market Price or **VWAP** has the meaning given in the Listing Rules.

References to "$" means a reference to the respective amount in Australian dollars.

2. Eligibility to participate

2.1 Those Shareholders that will be eligible to apply for New Shares under the SPP must:

(a) be recorded in Change's register of Shareholders at 7.00pm (Sydney time) on the Record Date; and

(b) have a registered address in Australia, New Zealand or another jurisdiction where in the opinion of the Directors, it is lawful and reasonably practical for Change to issue the New Shares as set out in Change's shareholder register on the Record Date.

2.2 The Offer does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an Offer.

2.3 If you are the only registered holder of a holding of Change Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply in aggregate for a maximum of $30,000.00 worth of New Shares.

2.4 If you are registered with one or more persons as the joint Shareholders of a holding of Shares, that joint holding is considered to be a single registered holding for the purpose of this SPP and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, the joint holders may only apply in aggregate for a maximum of $30,000.00 worth of New Shares

2.5 Custodians should refer to clause 6 of the Terms and Conditions regarding Custodian participation. If you do not hold Shares as a Custodian, these provisions do not apply.

2.6 If you hold Shares as a trustee or nominee for another person, but you are not a Custodian (for example, as an undisclosed trustee), you cannot participate for beneficiaries in the manner described in clause 6 of these Terms and Conditions. In this case, the rules for multiple single holdings (see clause 2.3 above) apply.

3. Terms of the Offer

3.1 The Offer will be open for a period commencing on and from 9.00am (Sydney time) on 9 September 2024 (**Opening Date**) until, subject to the discretion of the Board, 5.00pm (Sydney time) on 19 September 2024 (**Closing Date**).

3.2 The Board reserves the right, subject to all applicable laws, to close the Offer at any time prior to the Closing Date or extend the Closing Date without further notification.

3.3 In response to the Offer, Eligible Shareholders wishing to apply for New Shares under the SPP may apply for either:

(a) 33,333 shares for $2,500.00

(b) 66,666 shares for $5,000.00;

(c) 133,333 shares for $10,000.00;

(d) 266,666 shares for $20,000.00; or

(e) 400,000 shares for $30,000.00.

subject to clauses 5 and 6.

3.4 All Offers for New Shares under the SPP are non-renounceable and therefore the right to participate in the SPP cannot be transferred.

3.5 Participation in the SPP by Eligible Shareholders is entirely optional and subject to these Terms and Conditions.

4. Applications for New Shares

4.1 Eligible Shareholders wishing to apply for New Shares under the SPP must:

(a) If you elect to use the BPAY® option (subject to clause 4.2):

(1) pay the Application Amount electronically using BPAY® with payment to reach Change's Share Registry by no later than 5.00pm (Sydney time) on the Closing Date; and

(2) do not return the Application Form if you elect the BPAY® option.

(b) If paying by electronic funds transfer (Eligible Shareholders in New Zealand only):

(1) complete the Application Form;

(2) pay the Application Amount in the manner specified on the Application Form; and

(3) forward the completed Application Form and payment for the Application Amount to Change's Share Registry at the addresses specified on the Application Form, to reach such addresses by no later than 5.00pm (Sydney time) on the Closing Date.

4.2 Please note that only Eligible Shareholders having an account with an Australian financial institution who participates in the BPAY® scheme have the ability to elect to use the BPAY® option.

4.3 All application money will be deposited into an account and any application money received in respect of any applications rejected by the Board under clauses 4.4 or 4.5 shall be refunded by Change without interest.

4.4 The Board reserves the right to reject any application for New Shares (in whole or in part) including (without limitation) if:

(a) an Application Form is not correctly completed;

(b) the applicant is not an Eligible Shareholder;

(c) the issue of those New Shares would contravene any law or the Listing Rules;

(d) the exact payment for the New Shares applied for is not received;

(e) to accept the application in full would have the effect of exceeding the maximum offer of New Shares under the SPP;

(f) it is not reasonably satisfied that the issue of those New Shares will not result in any person receiving Shares with an application price totalling more than $30,000.00 as a result of:

(1) Shares issued to the person or to a Custodian on that person's behalf (as a result of an instruction given by that person to the Custodian to apply for Shares on their behalf) under the SPP; and

(2) any other Shares issued to the person or to a Custodian on that person's behalf (as a result of an instruction given by that person to the Custodian to apply for Shares on their behalf) under an arrangement similar to the SPP operated by Change in the 12 months prior to the Issue Date,

except to the extent that the person is issued with New Shares or interests as a Custodian under a custodian offer;

(g) the applicant is a Custodian and has failed to provide Change with a Custodian Certificate; or

(h) the applicant has not otherwise complied with the Terms and Conditions.

4.5 The Board reserves the right to allocate fewer, or no, New Shares than an Eligible Shareholder applies for under the SPP, including, without limitation, in the event that the SPP is oversubscribed at its sole discretion (**Scale Back**). If there is a Scale Back, you may receive less than the parcel of New Shares for which you applied. If a Scale Back produces a fractional number of shares when applied to your parcel, the number of New Shares you will be issued will be rounded down to the nearest whole number of New Shares. In the event of a Scale Back, the difference between the Application Amount received by Change, and the number of New Shares that will be issued to you multiplied by the Subscription Price, will be refunded to you.

4.6 If there is a consolidation or re-organisation of the issued share capital of Change prior to the Closing Date, the maximum number of New Shares to be issued pursuant to and in accordance with the SPP shall be consolidated or re-organised (as the case may be) in the same ratio as the issued capital of Change.

5. Certification by Eligible Shareholder

5.1 By making a BPAY® payment of the Application Amount in the manner specified in clause 4.1(a) or submitting an Application Form, together with the appropriate payment of the Application Amount in the manner specified in clause 4.1(b) you certify, acknowledge, warrant and represent as true, correct and not misleading to Change that if you are not a Custodian, the aggregate of the application price paid by you for:

(a) the New Shares the subject of the Application Form or the BPAY® payment;

(b) any other Shares applied for under a similar arrangement in the 12 months prior to the date of submission of the Application Form or making the BPAY® payment;

(c) any other Shares issued to a Custodian (as a result of an instruction given by you to the Custodian or another Custodian to apply for Shares on your behalf) under the SPP or under any similar arrangement operated by Change in the 12 months prior to the date of submission of the Application Form or making the BPAY® payment and which resulted in the holder holding beneficial interests in the Shares; and

(d) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP,

does not exceed $30,000.00.

6. Custodian

6.1 Eligible Shareholders who are Custodians may participate in the SPP on behalf of:

(a) one or more persons that are not Custodians on whose behalf the Custodian is holding Shares; or

(b) a person, on whose behalf, another Custodian (**Downstream Custodian**) holds beneficial interests in Shares and the Custodian holds the Shares to which those beneficial interests relate, on behalf of the Downstream Custodian or another Custodian,

(each a **Participating Beneficiary**).

6.2 If you are a Custodian holding Shares on behalf of two or more persons jointly, the joint beneficiaries will be taken to be a single Participating Beneficiary for the purposes of these Terms and Conditions.

6.3 If you are a Custodian and hold Shares on behalf of one or more Participating Beneficiaries, you may apply for up to a maximum of $30,000.00 worth of New Shares for each Participating Beneficiary subject to providing Change with a Custodian Certificate (included for Custodians with these Terms and Conditions), in addition to the Application Form, certifying the following:

(a) that, as at the Record Date, either or both of the following apply:

(1) you hold Shares on behalf of one or more Participating Beneficiaries that are not Custodians; or

(2) a Downstream Custodian holds beneficial interests in Shares on behalf of one or more Participating Beneficiaries, and you hold the Shares on behalf of the Downstream Custodian or another Custodian,

and each Participating Beneficiary has subsequently instructed the following person to apply for New Shares on their behalf pursuant to the SPP:

(1) where paragraph 6.3(a)(1) applies, you as the Custodian; and

(2) where paragraph 6.3(a)(2) applies, the Downstream Custodian;

(b) the number of Participating Beneficiaries;

(c) the name and address of each Participating Beneficiary for whom the Custodian applies for New Shares;

(d) in respect of each Participating Beneficiary:

(1) where paragraph 6.3(a)(1) applies, the number of Shares that you hold on behalf of the Participating Beneficiary; and

(2) where paragraph 6.3(a)(2) applies, the number of Shares to which the beneficial interests relate;

(e) in respect of each Participating Beneficiary:

(1) where paragraph 6.3(a)(1) applies, the number or dollar amount of New Shares the Participating Beneficiary has instructed you to apply for on their behalf; and

(2) where paragraph 6.3(a)(2) applies, the number or dollar amount of New Shares the Participating Beneficiary has instructed the Downstream Custodian to apply for on their behalf;

(f) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds $30,000.00:

(1) the New Shares applied for by you as Custodian on their behalf under the SPP; and

(2) any other Shares issued to you as Custodian in the 12 months prior to the date of submission of the Application Form as a result of an instruction given by them to you as Custodian or to a Downstream Custodian to apply for Shares under an arrangement similar to the SPP operated by Change;

(g) that a copy of the written offer document was given to each Participating Beneficiary; and

(h) where paragraph 6.3(a)(2) applies, the name and address of each Custodian who holds beneficial interests in Shares held by the Custodian in relation to each Participating Beneficiary.

6.4 Custodians should have received a Custodian Certificate with these Terms and Conditions. If you are a Custodian and you did not receive a Custodian Certificate or would like further information on how to apply, you should contact the Share Registry by:

(a) Email: capitalmarkets@linkmarketservices.com.au

(b) Phone (within Australia): 1300 554 474

(c) Phone (outside Australia): +61 1300 554 474

6.5 Custodians may also contact the SPP Information Line on 03 9661 8200 if calling from within Australia or +61 3 9661 8200 if calling from outside Australia.

7. Issue of Shares

7.1 Change is prohibited from issuing any New Shares to any Eligible Shareholder unless the Eligible Shareholder has provided the certification set out in clause 5, and if a Custodian, has provided a Custodian Certificate, at the time of applying for the New Shares.

7.2 The Directors of Change reserve the right to issue to Eligible Shareholders such number of New Shares under the SPP as is permitted under the Listing Rules without Shareholder approval. In the event that the SPP is oversubscribed, the Board reserves the right to allocate fewer, or no, New Shares than an Eligible Shareholder applies for under the SPP at its sole discretion.

7.3 Change intends to issue the New Shares under the SPP on or about 25 September 2024 (**Issue Date**). Change reserves the right to vary the Issue Date without further notice in the event that the Closing Date is varied pursuant to clauses 3.2 or 11.1.

7.4 In respect of application monies received from an Eligible Shareholder, Change will, prior to the Issue Date, determine the maximum number of New Shares rounded down to the nearest whole number which may be acquired by any Eligible Shareholder.

7.5 The allocation of New Shares will be determined by the Board at its sole discretion.

7.6 The Directors reserve the right to accept oversubscriptions as they deem appropriate but not exceeding the threshold of $30,000.00 per holder under the Legislative Instrument and not

exceeding the threshold of 30% of the Shares on issue imposed under Listing Rule 7.2 Exception 5.

7.7 In the event that the Offer under the SPP is not fully subscribed, the Board reserves its right to issue New Shares in excess of the maximum $30,000.00 worth of New Shares specified in clause 3.3 (**Additional Issue**), to any person (whether or not such person is an Eligible Shareholder) so long as the Additional Issue:

(a) satisfies section 708 of the Corporations Act;

(b) complies with the ASX Listing Rules; and

(c) any approval of Shareholders to the Additional Issue which is required under the Listing Rules or the Corporations Act is obtained.

7.8 Change will apply to ASX for quotation of the New Shares issued under the SPP and the Additional Issue (if any) within the period prescribed in the Listing Rules.

8. Subscription Price

8.1 The price of the New Shares will be the Subscription Price.

8.2 Compared with the Volume Weighted Average Market Price (over the last 5 days on which trading in Shares were recorded immediately prior to the announcement of the SPP (on 2 September 2024), the Subscription Price represents a 15.3% discount to the Volume Weighted Average Market Price over that period.

8.3 The New Shares are a speculative investment and the Market Price of the Shares may change between the Opening Date and the Issue Date. This means that the Subscription Price you pay for the New Shares may exceed the Market Price of the Shares at the Issue Date. Change does not make any assurance as to the Market Price of Shares and there can be no certainty that Shares in Change will trade at or above the Subscription Price following the Issue Date. Shareholders should seek their own financial advice in relation to this Offer and participation in the SPP.

8.4 No brokerage, commissions, stamp duty or other transaction costs will be payable by Eligible Shareholders in respect of an application for, and an issue of, New Shares under the SPP.

8.5 Change may pay brokerage and other commissions in respect of any subscriptions procured in respect of any Additional Issue, as determined by the Board in its discretion.

9. Rights attaching to New Shares

9.1 All New Shares issued under the SPP will be issued on the same terms as other Shares quoted on ASX and once issued, will rank pari pasu with existing Shares. Change will apply for the New Shares to be quoted on ASX. It is anticipated that New Shares issued under the SPP will be quoted on ASX on, or shortly after, the Issue Date. Holding statements for the New Shares issued under the SPP will be sent to Eligible Shareholders who have participated in the SPP. If you trade any New Shares before you receive your holding statement, then you do so at your own risk.

10. Non-residents

10.1 The right to participate in this Offer under the SPP is available exclusively to persons who were registered as holders of Shares at 7.00pm (Sydney time) on the Record Date and whose registered address was in Australia or New Zealand or in another jurisdiction where, in the opinion of the Board, it is lawful and reasonably practical to extend the Offer according to the laws of that jurisdiction.

10.2 Eligible Shareholders who are not residents of Australia should consult their professional advisers as to whether any formalities need to be observed (either by them or Change) to enable them to apply for New Shares. It is the responsibility of such Eligible Shareholders to obtain all necessary approvals so they may legally apply for New Shares. The return of a completed Application Form and accompanying Application Amount, or the forwarding of payment of the Application Amount using BPAY® from a non-resident Eligible Shareholder will be taken by the Company to constitute a representation and warranty by that Eligible Shareholder that all relevant approvals have been obtained and that Change may legally offer the New Shares to that Eligible Shareholder.

11. General

11.1 The Board may change or terminate the SPP at any time prior to the Issue Date. If the Board does so, it will advise the ASX. Any omission to give notice of changes to, or termination of, the SPP, or the non-receipt of any such notice, will not invalidate the change or termination.

11.2 If the SPP is withdrawn, all Application Amounts received by Change will be refunded. No interest will be paid on any refunded Application Amounts.

11.3 In addition to any rights of the Board to reject applications as set out in these Terms and Conditions, the Board also reserves the right to allocate fewer, or no, New Shares than an Eligible Shareholder applies for under the SPP if the Board believes that the allotment of those New Shares would contravene any of the Listing Rules or the requirements of the Legislative Instrument. In any such case, excess Application Amounts will be returned to the relevant applicant(s). No interest will be paid on Application Amounts so returned.

11.4 Change may settle in any manner it deems appropriate, any disputes or anomalies which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any applicant or application for New Shares. The decision of Change will be conclusive and binding on all persons to whom the determination relates.

11.5 Change reserves the right to waive compliance with any provision of the SPP Terms and Conditions, to the extent permitted by the law and the ASX Listing Rules.

11.6 The Offer of New Shares under the SPP is in accordance with the Legislative Instrument which grants relief from the requirement to prepare a disclosure document for this Offer and in accordance with the Listing Rules.

11.7 In New Zealand, the Offer of New Shares under the SPP is in accordance with the *Financial Markets Conduct Act 2013* (NZ), the Financial Markets Conduct Regulations 2014 (NZ) and the *Financial Markets Conduct (**Incidental Offers**) Exemption Notice 2021* (NZ).

11.8 This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

11.9 The contents of this document have not been reviewed by any regulatory authority in any jurisdiction.

11.10 By filling out the Application Form to apply for New Shares, you are providing personal information about yourself to Change. Change, and its share registry on its behalf, collect, hold and use that personal information in order to process your application, service your needs as a Shareholder, to provide facilities and services that you request and to carry out appropriate administration. Your personal information may also be used from time to time to inform you about other products and services offered by Change, as well as its related body corporates, which Change considers may be of interest to you. If you do not want your personal information to be used for this purpose please contact Change. You may request

access to your personal information held by (or on behalf of) Change by contacting Change or its share registry, Link Market Services. A copy of Change's privacy policy, which describes how we manage your personal information, is available at https://changefinancial.com/privacy-policy/. The Share Registry's privacy policy is available at https://www.mpms.mufg.com/docs/Privacy-Policy.pdf.

11.11 These Terms and Conditions of the SPP are governed by the laws in force in Queensland.

ACN 150 762 351

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

Telephone: 03 9661 8200
From outside Australia: +61 3 9661 8200

ASX Code: CCA

Website: www.linkmarketservices.com.au

IID:

SRN/HIN:

Entitlement Number:

Record Date:	**30 August 2024 7:00pm (Sydney time)**
Offer Opens:	**09 September 2024**
Offer Closes:	**5:00pm (Sydney time) Thursday, 19 September 2024**

SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for SPP New Shares under this offer?

- Carefully read the SPP Booklet available at https://events.miraqle.com/**cca-offer**.
- Decide on the amount you wish to apply for being one of the permitted parcels of Shares detailed in the SPP Booklet.
- Pay for the Shares in accordance with the instructions outlined in the SPP Booklet and further important instructions on this form using BPAY® (or pay by EFT, in which case you need to use your SRN/HIN as reference).
- Payments must be in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do NOT need to complete or return this Application Form below. Payment must be received by the Share Registry by BPAY® by 5:00pm (Sydney time) on Thursday, 19 September 2024. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares relevant to your Application Amount.

If you make a payment by BPAY® and Change Financial Limited receives an amount which is not equal to either, A$2,500, A$5,000, A$10,000, A$20,000 or A$30,000, Change Financial Limited may round down the number of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A$2,500.

Biller Code: 421883
Ref:

Telephone & Internet Banking – BPAY®
Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au
® Registered to BPAY Pty Ltd ABN 69 079 137 518

Option 2: Paying by EFT payment

If paying by EFT, complete and return this Application Form once your payment has been made by EFT. Completed Application Forms must be emailed to capitalmarkets@linkmarketservices.com.au. Submit a payment in Australian Dollars to the following account. Payment must be received in cleared funds before 5:00pm (Sydney time) on Thursday, 19 September 2024. You must use your SRN/HIN as the reference number for your deposit. **If you do not use your SRN/HIN, your application will not be able to be processed**.

Account Name: PCPL - ITF CHANGE FINANCIAL LIMITED

BSB: 062-028

Account No: 12311803

Swift Code for Inbound Deposits from Overseas: CTBAAU2SXXX

Change Financial Limited reserves the right not to process any Application Forms that are incomplete or where payment and/ and/or the Application Form is received after 5:00pm (Sydney time) on Thursday, 19 September 2024.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.

IID:

SRN/HIN:

Entitlement Number:

ACN 150 762 351

A **I/we wish to purchase a parcel of SPP New Shares to the dollar amount of** (tick one box only):

☐ A$2,500 **OR** ☐ A$5,000 **OR** ☐ A$10,000 **OR**

☐ A$20,000 **OR** ☐ A$30,000

B Date of Submission

Reference on payment

C Telephone Number – Business Hours ( )

Telephone Number – After Hours ( )

Contact Name

IMPORTANT INFORMATION

1. Capitalised terms when used in this Application Form have the meaning given to those terms in the SPP Booklet, unless the context requires otherwise.
2. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
3. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
4. Please ensure you have read and understood the SPP Booklet and this Important Information, before you pay the Application Amount by BPAY® or EFT.
5. This SPP is non-renounceable.
6. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 you must complete and submit a Custodian Certificate that contains additional certifications and details that must be provided before your Application will be received. A Custodian Certificate can be obtained by contacting the CCA SPP Information Line. Applications received by custodians that are not accompanied by a Custodian Certificate will be rejected.
7. For applicants that are not required to complete a Custodian Certificate, by making payment by BPAY® or EFT, you certify that the aggregate of the Application Amount paid by you for:
   - the parcel of Shares indicated on this Application Form or BPAY® payment; and
   - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of payment by BPAY®,
   - does not exceed A$30,000.
8. Change Financial Limited reserves the right to make amendments to this Application Form where appropriate.
9. Applicants are not assured of receiving the Shares for which they have applied as Change Financial Limited may scale back applications in its discretion.

How to pay your Application Amount

Your Application Form and payment of Application Amount for new Shares must be received by the Share Registrar no later than the SPP Offer Closing Date shown overleaf. When paying by BPAY® you do not need to complete or return this Application Form. You should check the processing cut off-time for BPAY® and EFT transactions with your bank, credit union or building society to ensure your payment will be received by the Share Registrar by the close of the SPP Offer.

Change Financial Limited reserves the right not to process any Application Amount received after the SPP Offer Closing Date.

If you require information on how to accept this offer please contact the CCA SPP Information Line on 03 9661 8200 if calling within Australia or +61 3 9661 8200 if calling from outside of Australia.