

MINT PAYMENTS LIMITED

ACN 122 043 029

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM**) of Mint Payments Limited (**Company**) will be held virtually via audiovisual conference accessible from <https://meetings.linkgroup.com/MNW23> on Tuesday, 7 March 2023 at 9:00am (AEDT).

BUSINESS

A. ACCOUNTS AND REPORTS

To table the financial report of the Company and the related reports of the Directors and auditors for the year ended 30 June 2022 (*Reports*) and to provide members with the opportunity to raise any issues or ask any questions generally of the Directors.

There is no requirement for the Reports to be formally approved by members.

B. RESOLUTIONS

1. Re-election of Ms Anne Weatherston

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

'That Ms Anne Weatherston, a Director retiring by rotation in accordance with Rule 15.5(a) of the Company's Constitution and being eligible and having offered herself for re-election, be re-elected as a Director of the Company.'

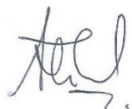
2. Approval for Issue Share Options to CEO & Managing Director, Mr Alex Teoh

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

'That in accordance with Rule 15.6 of the Company's Constitution, Share Options outlined below be approved to be issued to the Directors of the Company.'

Issuance of 6,670,948 Share Options to CEO, Mr Alex Teoh, at an exercise price of \$0.0286 (2.86c) with a four-year expiry date, to be issued as an allocation under the terms of the Mint Equity Incentive Plan within 30 days of the date of the Annual General Meeting. The exercise price represents a 1.43x premium on the market valuation of the Company at 30 June 2022.

By Order of the Board



Alex Teoh

Managing Director and Group CEO

Dated: 13 February 2023

The AGM will be held via an audioconferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Annual General Meeting (“Notice”).

Following modifications brought to the Corporations Act 2001 and the Corporations Regulations 2001 under the Treasury Laws Amendment (2021 Measures No. 1) Act 2021, no hard copy of the Notice and Explanatory Notes will be circulated. The Notice has been given to those entitled to receive by use of one or more technologies. The Notice is also available the Company’s website at <https://www.mintpayments.com/index.php/investor-relations/>.

EXPLANATORY NOTES

These Explanatory Notes form part of the Notice dated 13 February 2023 and should be read in conjunction with that Notice as these Explanatory Notes contain important information on the business of the AGM.

A. ACCOUNTS AND REPORTS

The financial report, directors' report and auditor's report for the Company for the year ended 30 June 2022 will be tabled before the AGM. There is no requirement for members to approve those reports, however, the Chairman will allow a reasonable opportunity for members to ask questions or make comments about those reports and the management of the Company.

B. RE-ELECTION OF ANNE WEATHERSTON

Rule 15.5(a) of the Company's Constitution requires that a Director (except for the Managing Director) must retire from office and seek re-election by no later than the third annual general meeting following his or her appointment or election or 3 years, whichever is longer. Ms Anne Weatherston retires this year in accordance with this rule and is permitted to seek re-election.

Personal particulars of Ms Weatherston are available at www.mintpayments.com/about-mint/.

The Board, other than Ms Anne Weatherston, recommends to shareholders the re-election of Ms Anne Weatherston.

C. APPROVAL FOR ISSUE OF DIRECTOR OPTIONS

Rule 15.6 of the Company's Constitution requires that Directors remuneration for their services must be determined and approved by the Company by resolution.

It is proposed that the options set out in the table below will be issued to the directors named in that table as part of their remuneration for services. The options align the interests of the Directors to the Company and incentivise greater performance. Under the terms of Mr Teoh's remuneration package the grant of options was made conditional upon the achievement of key performance indicators relating to total transaction value targets, company revenue and EBITDA. As those conditions have been met the Company intends to proceed with the issue of options subject to the obtaining of shareholder approval.

Name	Role	Exercise Price	Share Options	Term
Alex Teoh	CEO & Managing Director	\$0.0286 (2.86c)	6,670,948	48 months

Voting Exclusion: The Company will disregard any votes cast on Resolutions 3A or 3B by the Directors or any of their respective associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

A vote on Resolution 2 must not be cast by or on behalf of either of the following persons:

- (a) a Closely Related Party of such a member. A Closely Related Party means:
- a spouse or child of the member; or
 - a child of the member's spouse; or
 - a dependent of the member or of the member's spouse; or

- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- a company the member controls; or
- a person prescribed by the Corporations Regulations 2011 (Cth).

However, a person described above may cast a vote on the resolution if:

- (b) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (c) the vote is not cast on behalf of a person described in subparagraphs (a) above.

If the Chairman of the Meeting is your proxy or is appointed as your proxy by default, and you do not direct your proxy how to vote in respect of Resolution 2 on the proxy form, you will be expressly authorising the Chairman of the Meeting to exercise your proxy even if Resolution 2 is connected directly or indirectly with the remuneration of Key Management Personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.

GENERAL NOTES

Virtual Meeting

Members attending the AGM virtually will be able to ask questions during the AGM. The AGM will be conducted using Link audiovisual conferencing. Members who intend to join the AGM are asked to pre-register their attendance prior to the date of the AGM using their full name and to dial-in 15 minutes prior to the start of the meeting. To access the virtual meeting you will need your Shareholder Reference Number (SRN, this is set out on your proxy form. The virtual AGM can be attended using the following details:

When: Tuesday, 7 March 2023 at 9:00am (AEDT)

AGM link: <https://meetings.linkgroup.com/MNW23>

Any members who wish to attend the AGM online should also monitor the Company's website at www.mintpayents.com for any updates about the AGM.

Questions

The Company is happy to accept and answer questions submitted prior to the AGM by email to investors@mintpayments.com. Where a written question is raised in respect of the management of the Company, the Company will endeavour to address the relevant question during the course of the AGM or by written response after the AGM (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

If you have any general questions regarding the matters set out in the Notice of these Explanatory Notes, you should contact the Company on +61 2 8752 7888 or at investors@mintpayments.com.

13 February 2023

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Mint Payments Limited (“Company”) will be held virtually via an audiovisual conferencing facility accessible from <https://meetings.linkgroup.com/MNW23> at 9:00 am (AEDT) on 7 March 2023 (“AGM”).

In accordance with the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth), the Company will not be dispatching physical copies of the Notice of Annual General Meeting. Instead, the Notice of Annual General Meeting and accompanying explanatory notes (“Meeting Materials”) are being made available to Shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company’s website (<https://www.mintpayments.com/index.php/investor-relations/>).
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials.

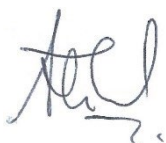
If you are unable to access the Meeting Materials online please contact our share registry Link Market Services by phone on 1300 288 664 (within Australia) or +61 1300 554 474 (outside Australia) between 8:30am and 5:30pm (AEDT) Monday to Friday, to obtain a copy.

If you have any questions regarding the matters set out in Meeting Material, you should contact the Company on investors@mintpayments.com.

The AGM will be held via an audiovisual conferencing facility. Further details on how to participate in the AGM online are set out in the attached Notice of Meeting and in the Link Group Online Platform Guide.

The Online Platform Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully logging in and navigating the site. The Online Platform Guide will be released to the ASX and is also available on our website at: www.mintpayments.com/investor-relations/


Yours faithfully



Alex Teoh
Managing Director and Group CEO


LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
 Mint Payments Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

 **BY FAX**
 +61 2 9287 0309

 **BY HAND**
 Link Market Services Limited
 Parramatta Square, Level 22, Tower 6,
 10 Darcy Street, Parramatta NSW 2150; or
 Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
 Telephone: 1300 554 474 Overseas: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Mint Payment Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:00am (AEDT) on Tuesday, 7 March 2023** (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/MNW23> (refer to details in the Virtual General Meeting Online Guide).

Important for Resolution 2: If the Chairperson of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairperson of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an .

Resolution

For Against Abstain*

1 Re-election of
Ms Anne Weatherston

2 Approval for Issue Share Options
to CEO & Managing Director,
Mr Alex Teoh



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

MNW PRX2301N



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00am (AEDT) on Sunday, 5 March 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Log in to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Shareholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Mint Payments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

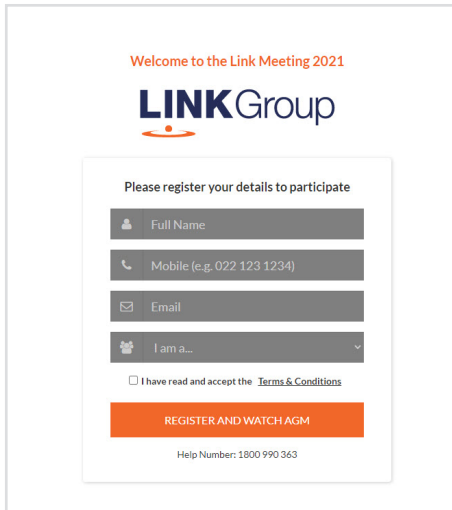
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/MNW23>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

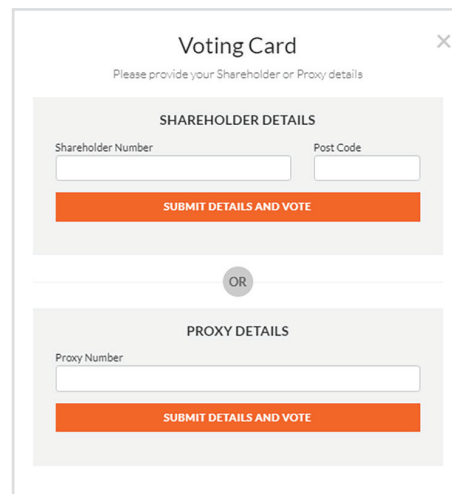
- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

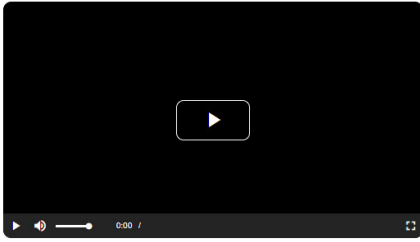
SUBMIT DETAILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



The presentation will begin at XX:XX am/pm ZONE



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio
- Sustainability Report
- Notice of meeting
- Online Guide

ABC COMPANY PTY LTD X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote Partial Vote

Resolution 2B	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
RE-ELECTION OF MR. ABC AS A DIRECTOR			
Resolution 2C	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
RE-ELECTION OF MS XYZ AS A DIRECTOR			
Resolution 3	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT			
Resolution 4	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
ADOPTION OF REMUNERATION REPORT			

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your security holder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.

Ask a Question

We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.

Regarding

Question

Type your question here...

In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

View Questions

Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.

When will the next AGM be held?

Asked regarding General Business

Asked at: 7:18AM Updated:7:18AM

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au