

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.