



Money in Motion

29 April 2022

Attention: Renee Hutchins
Advisor, Listings Compliance (Sydney)
20 Bridge Street
Sydney, NSW 2000

Via email: ListingsComplianceSydney@asx.com.au

+61 (07) 3557 1100

Level 12
333 Ann Street
Brisbane QLD 4000

EML Payments Limited
ACN 104 757 904

Dear Renee,

Re: Response to ASX Aware Query

We refer to your letter dated 26 April 2022 in relation to EML Payment Limited's (EML, the Company) announcement to the market of the same day titled 'Q3 Trading Update and FY2022 Guidance Revision' in which you have asked a number of questions in relation to the release. Accordingly, we address each question in turn.

1. Does EML consider the Information to be Information that a reasonable person would expect to have a material effect on the price or values of its securities?

Yes. EML considers that its revised financial guidance is information that a reasonable person would expect to have a material effect on the price or values of its securities.

2. If the answer to question 1 is "no", please advise the basis for that view

Not applicable.

3. When did EML first become aware of the Information?

See response to question 4 below.

4. If the answer to question 1 is "yes" and EML first became aware of the Information before the relevant date, did EML make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe EML was obliged to release the information under Listing Rule 3.1 and 3.1A and what steps EML took to ensure that the information was released promptly and without delay.

Consideration of EML's financial guidance followed EML's usual process for preparing month-end financial information and reviewing business performance over the month.

European and Group leadership met on the evening of Wednesday, 20 April 2022 to review the Q3 management accounts and discuss the forecast performance for the business for Q4, including underlying assumptions. Based on information received in that meeting, further discussions were then held over the period from Wednesday 20 April 2022 to Sunday 24 April 2022 with Australian-based and European-based management to further review and evaluate the data and assumptions for the Q4 forecast.



Money in Motion

At a Board meeting held on Friday, 22 April 2022 Management advised the Board that it was reviewing the Company's Q4 forecast in detail, to take into account the Q3 management accounts and underlying assumptions. Management advised the Board that if the detailed review resulted in Management recommending a change to guidance then the Board would need to meet promptly to consider revising EML's guidance.

On Sunday 24 April 2022, Management provided the Board with an update on EML's year-to-date financial performance and expected financial performance for the remainder of FY2022.

A Board meeting was held on Monday 25 April 2022 (ANZAC Day, a non-trading day on the ASX) where the Board considered the updated financial information provided by Management and approved the revised financial guidance.

EML made an ASX announcement concerning the revised financial guidance for FY2022 prior to the commencement of trading on Tuesday, 26 April 2022 in accordance with its continuous disclosure obligations.

The information underlying the revised financial guidance was not released to the market at an earlier time as it was insufficiently definite.

5. Please confirm that EML is complying with the Listing Rules and, in particular, Listing Rule 3.1.

EML confirms that it is complying with the Listing Rules and in particular, Listing Rule 3.1.

6. Please confirm that EML's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of EML with delegated authority from the board to respond to ASX on disclosure issues.

The responses set out in this announcement have been authorised and approved by the board of EML.

Yours sincerely,

Sonya Tissera - Isaacs
Company Secretary



26 April 2022

Reference: 51060

Ms Sonya Tissera-Isaacs
Company Secretary
EML Payments Limited

By email: stisaacs@emlpayments.com

Dear Ms Tissera-Isaacs

EML Payments Limited ('EML'): Aware Query

ASX refers to the following:

- A. EML's announcement entitled "Profit Guidance" lodged on the ASX Market Announcements Platform (and released at 9:06 AM) on 26 April 2022 (the 'Announcement'), disclosing a Q3 Trading update and FY2022 Guidance Revision ('Information').
- B. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- C. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:

"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."

- D. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

"3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:

3.1A.1 One or more of the following applies:

- It would be a breach of a law to disclose the information;*
- The information concerns an incomplete proposal or negotiation;*
- The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
- The information is generated for the internal management purposes of the entity; or*
- The information is a trade secret; and*

3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and

3.1A.3 A reasonable person would not expect the information to be disclosed."

- E. ASX's policy position on the concept of "confidentiality", which is detailed in section 5.8 of Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B. In particular, the Guidance Note states that:

“Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule.”

Request for information

Having regard to the above, ASX asks EML to respond separately to each of the following questions and requests for information:

1. Does EML consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is “no”, please advise the basis for that view.
3. When did EML first become aware of the Information?
4. If the answer to question 1 is “yes” and EML first became aware of the Information before the relevant date, did EML make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe EML was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps EML took to ensure that the information was released promptly and without delay.
5. Please confirm that EML is complying with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that EML’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of EML with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **9:30 AM AEST Friday, 29 April 2022**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, EML’s obligation is to disclose the information ‘immediately’. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require EML to request a trading halt immediately.

Your response should be sent to me by e-mail at **ListingsComplianceSydney@asx.com.au**. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in EML’s securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;

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- that you are not aware of any reason why the trading halt should not be granted; and
 - any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in EML's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to EML's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that EML's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under listing rule 18.7A.

Questions

If you have any questions in relation to the above, please do not hesitate to contact me.

Kind regards

Renee Hutchens
Adviser, Listings Compliance (Sydney)