

# ASX Announcement & Media Release

## Update Circulating Resolution to Noteholders

Melbourne, 6 February 2019

**Axsesstoday Limited (ASX: AXL)** (“Axsesstoday” or the “Company”) refers to its announcement on 14 January 2019, pursuant to which the Company sought approval for a Circulating Resolution from Noteholders. Axsesstoday is pleased to announce that the Circulating Resolutions have passed and includes the details of the outcome of the resolutions as addendums to this announcement.

**Joe Flanagan**  
**CFO and Company Secretary**

Email: [ir@axsesstoday.com.au](mailto:ir@axsesstoday.com.au)

### About Axsesstoday

**Axsesstoday Limited (ASX: AXL)** (“Axsesstoday” or the “Company”) is a specialist provider of funding solutions for small to medium sized enterprises (SMEs) in the hospitality, transport and other sectors. The Company has continued to achieve strong growth since commencing operations in 2012 by providing a compelling and differentiated value proposition for merchants to offer finance to their end customers.

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**RESOLUTION IN RESPECT OF THE SUBORDINATED NOTES PASSED BY THE NOTEHOLDERS**

Austraclear Ltd, being the holder of the Subordinated Notes issued by the Issuer, in accordance with instructions in the Notification of Voting Intention duly received from the Issuer and the Notice of Meeting dated 14 January 2019 votes in favour of the Special Resolution and consequently, the Special Resolution set out below is passed by this Circulating Resolution.

*"That pursuant to the Meeting Provisions:*

1. *the Subordinated Note Trustee is instructed to amend the conditions subsequent applicable to the waivers and amendments granted by the Subordinated Note Trustee following passing of the resolutions contemplated in the Previous Notices by replacing those conditions subsequent with the Conditions Subsequent.*
2. *in accordance with Subordinated Note Condition 17.1:*
  - a. *Subordinated Note Condition 5.2(a)(i)(D) is amended by replacing "0.85:1" with "0.90:1"*
  - b. *Subordinated Note Condition 5.2(b)(iii) is amended by replacing "where, in the case of a Distribution or Capital Reduction,..." with "where, in the case of a Distribution or Capital Reduction, such Distribution or Capital Reduction occurs after 1 January 2020, the Financial Indebtedness of the Covenant Group to the Eligible Receivable Balance of the Issuer is not greater than 0.80:1 and..."*
  - c. *Subordinated Note Condition 5.4(a) is amended by inserting "In addition, the certificate will include brief commentary by management on the general performance of the Group's business." after "...steps being taken to remedy the same."*

<b>Noteholder</b>	<b>Name of authorised representative</b>	<b>Outstanding principal amount of Subordinated Notes to be voted for</b>	<b>Outstanding principal amount of Subordinated Notes to be voted against</b>	<b>Outstanding principal amount of Subordinated Notes abstained</b>	<b>Date of signing</b>
Austraclear Ltd		A\$39,342,000	A\$260,000	Nil	06/02/2019

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Executed by SUZANNE MUNRO

as attorney for **AUSTRACLEAR LTD** under Power of Attorney dated 4 August 2010 in the presence of:

*D Moffitt*  
A Signature of witness

Diana Moffitt  
A Full name of witness (print)

*Suzanne Munro*  
A Signature of Attorney

Suzanne Munro  
A Full name of Attorney (print)

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**RESOLUTION IN RESPECT OF THE SERIES 2 NOTES PASSED BY THE NOTEHOLDERS**

Austraclear Ltd, being the holder of the Series 2 Notes issued by the Issuer, in accordance with instructions in the Notification of Voting Intention duly received from the Issuer and the Notice of Meeting dated 14 January 2019 votes in favour of the Special Resolution and consequently, the Special Resolution set out below is passed by this Circulating Resolution.

*"That pursuant to the Meeting Provisions:*

1. *the Series 2 Note Trustee is instructed to amend the conditions subsequent applicable to the waivers and amendments granted by the Series 2 Note Trustee following passing of the resolutions contemplated in the Previous Notices by replacing those conditions subsequent with the Conditions Subsequent.*
2. *in accordance with Series 2 Note Condition 17.1:*
  - a. *Series 2 Note Condition 5.2(a)(i)(E) is amended by replacing "0.85:1" with "0.90:1"*
  - b. *Series 2 Note Condition 5.2(b)(iii) is amended by replacing "where, in the case of a Distribution or Capital Reduction,..." with "where, in the case of a Distribution or Capital Reduction, such Distribution or Capital Reduction occurs after 1 January 2020, the Financial Indebtedness of the Covenant Group to the Eligible Receivable Balance of the Issuer is not greater than 0.80:1 and..."*
  - c. *Series 2 Note Condition 5.4(a) is amended by inserting "In addition, the certificate will include brief commentary by management on the general performance of the Group's business." after "...steps being taken to remedy the same..."*

<b>Noteholder</b>	<b>Name of authorised representative</b>	<b>Outstanding principal amount of Series 2 Notes to be voted for</b>	<b>Outstanding principal amount of Series 2 Notes to be voted against</b>	<b>Outstanding principal amount of Series 2 Notes abstained</b>	<b>Date of signing</b>
Austraclear Ltd		A\$26,195,000	A\$80,000	Nil	06/02/19

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Executed by SUZANNE MUNRO

as attorney for **AUSTRACLEAR LTD** under  
Power of Attorney dated 4 August 2010 in the  
presence of:

D. Moffitt  
▲ Signature of witness

Diana Moffitt  
▲ Full name of witness (print)

Suzanne Munro  
▲ Signature of Attorney

Suzanne Munro  
▲ Full name of Attorney (print)

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